

riders on the storm by **flightofthebluealiens**

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Summary:

In the spring of 1984, Will's nightmares return. He dreams of a machine, tearing a hole open once again in the fabric of the universe, killing those who dare to man it.

In the bleak, cold winter marking the change between 1984 and 1985, Will can look up at his mother cooking breakfast and hear a Wings song. He can look at Chief Hopper and read *she needs a new jacket* and know he is thinking of El.

In the summer of 1985, the Mind Flayer returns. Will is ready for him.

1. prologue

There is a stranger in his living room and Will Byers is standing there in his pajamas. The man is looking through his chest as though he is invisible.

How original, he thinks. You and everyone else, dipshit.

Max must be rubbing off on him.

This man is sitting on the Byers' couch in some sort of army uniform, pale hair slicked back and a look of calculated disinterest on his face. Will instinctively dislikes him, even before he sees the Russian coat of arms emblazoned on the man's shirt pocket. He can hear Ted Wheeler in the back of his mind: "*Commie bastards, taking over our government, Reagan'll keep them out--*" and then Karen's hurried reply of "*Ted! Not in front of the boys!*"

Well, there's a Commie bastard in front of the boys-- or at least one of them. He wonders if Mr. Wheeler is still quick enough to fetch his hunting rifle from under the stairs and bring it over.

Will approaches the man in uniform and wonders how he got there. It seems impossible that he just waltzed right in, considering his mother's perpetual wakefulness, but it also seems that the man somehow belongs there. And this, of course, is not true. A Communist general does not belong on Will Byers's couch, especially at two in the morning on a school night.

The man shifts in his seat and Will comes closer, puzzled by the way the man seems to stare through his abdomen, as though he is simply not there at all. *It's suspicious*, he thinks, and that familiar feeling flickers in his chest; that fight-or-flight response that so often fizzles and dies there, wasted on anything that does not have six rows of sharp teeth or long, grasping tendrils.

Will reaches out and sets his hand on the stranger's shoulder.

"Sir?" he asks, and then looks at the Russian badge and feels foolish. When he looks back up, the man is looking him in the eye.

He says something in a language as sharp and cold as ice and Will seems to feel the words penetrate his mind, jabbing and hooking at something fleshy, and he gasps. He intends to pull his hand back, but he finds himself gripping tighter.

And then he's missing, spiraling downward and upward at the same time, mind and body connected by a single thread that's dangerously close to snapping. He feels like a sock in the washing machine, destined to be lost if he isn't reconnected to his other half; Will reaches out to grab hold of his body and comes back to himself in a metal room.

Everything is metal, from the walls to the glint of the soldiers' breathing tubes to the strange, glowing machine at the center of the room.

Wall. Breathing tubes. Will holds the collar of his pajama shirt over his nose and presses his back against the wall, knowing instinctively not to touch the machine, even though it purrs invitingly. Like the world's most dangerous cat... and he had thought Dart won that prize.

The soldiers are speaking Russian, and Will does not understand their thoughts or their words, but he understands their emotions.

Bitterness. Anger. Fear. All interspersed with an underlying sense of hope.

He glances over their concealed faces, still nervous although he figures they cannot see them, just as the general could not. He wonders if they will be punished should the machine fail. He wonders how he got here.

And then there is a burst of noise and Will turns to look, watches as the workers turn on the hulking metal machine. It glows blue and Will stands there. His hand drops from his face. And he watches as the Russian machine tears a hole in the fabric of the universe.

He wants to scream. Knows he probably could, but fears what might--will inevitably--happen if the thing on the other side of the gate heard it. The thing is getting closer and closer, looming dark and

huge, its silhouette visible against the glowing red light of the Upside Down. And it has to be the Upside Down because these Russians are tearing a hole in the fabric of the universe and they don't seem to care, do they?

No, they care. Will looks up and sees a glass wall, three or four men behind it, one of them the general who was sitting so comfortably on his couch.

They care. They are cheering. All except the general, with that carefully assembled expression of indifference. And Will hates him, in this moment, because if he knew... if they all knew what they were doing, they would not be cheering. They would be screaming for mercy.

But by some miracle, the machine stops.

Then it reverses.

An invisible needle and thread sew the gateway back up, sealing the crack and sealing that thing back away-- he cannot speak its name, not even in his head, because he fears that it may be able to see him. Like Frodo putting the One Ring on, he imagines that referencing it by name will turn its Evil Eye on him; or, more accurately, that faceless *face* with its infinite blackness.

It poisoned him, and he shudders with relief and disgust and horror, sinking down to the floor against the chilled metal wall.

Then the machine backfires.

A vivid, hungry blue shoots out from the machine. The light wraps its hungry arms around those bitter-yet-hopeful soldiers manning it, the ultimate sabotage, and it devours them like a starving man presented with a steak. The sound of snapping bones... tearing flesh. The sound of the arteries in their legs popping as the blue light ravages their writhing corpses.

Faint screams seem to echo after they are gone. But it could just be Will's imagination; as he holds his hands over his eyes, the remaining currents in the air make the hairs on his arms stand up and there is a

thick, greasy smell.

Like bacon.

Will breathes through his mouth.

Peeks out from behind his fingers to see four men congregating only a few feet away from him. Two scientists and two military personnel, if Will's correct, but he doesn't have time to figure it out because the older of the scientists is suddenly gripped by the throat and lifted into the air. Will thinks he can hear cracking as the tall, bulky man tightens his fist, and then the scientist's body is discarded as carelessly as a Barbie doll.

He can taste the fear in the air as the younger scientist is grabbed by the collar of the shirt. And later, Will might not be able to recall which of the army men said it, but the husky, deep voice rings in his head for a very long time afterward.

“One year.”

Will chokes on spit when he wakes up, gurgling and grasping at his throat as though he was the one just slaughtered. He pictures the *thing*, looming ominously on the other side of that thin barrier, and the choking quickly gives way to coughing and whimpering.

Commie bastards.

Joyce rushes into the room after only a moment, cigarette blazing in hand. Will wonders if she was already up and takes one look at the bags under her eyes, so gray they're almost purple, and doesn't wonder anymore.

“Will? Will, it's okay, baby, it was only a dream,” she tells him, squatting at his bedside and reaching out to rub a hand over his back. It soothes him just as it always has. When he was three, when he was six, when he was twelve and only the thought of his mother rubbing his back and Jonathan's cassettes kept him running.

“It was so real,” Will says and wishes it wasn't so dark so that he might peek past her into the living room. See if there's an indent on the couch.

“It wasn’t,” his mother responds firmly and leans in to hug him. “Whatever you saw, it wasn’t.”

“I know,” says Will, but he doesn’t know. He pictures El, described in all of Hopper’s proud-father stories, floating a few feet off the floor of the elevator... sinister and inevitable, a direct opposite to the Mind Flayer and yet similar in her power, closing the gate with only her mind. The red light cast over them as Hopper fires his rifle at demodogs, protecting his daughter as she protects Hawkins.

If that was real, and the Mind Flayer was able to show him that image as he was expelled from Will’s body, then why not the Russians?

He’s thinking its name again. Will shakes his head and looks back up at his mom, concern visible on her face. “What was that?”

“Are you alright?” she asks, not for the first time, judging by her expression.

“Yeah, yeah,” he says, lying easily. “I’m fine.”

“Okay,” she says and squeezes his shoulder with that strained smile everyone seems to give him these days. That combination of pity and affection and worry.

She stands up and heads back through the door, lingering in the doorway. “Go back to sleep, alright? Call me if you need anything.”

“Okay, I will,” Will says because it’s what everyone wants to hear when they say *call me if you need anything*. “Good night, Mom.”

“Good night, baby,” she says softly and disappears into the greater blackness of the house.

Will leans back on his pillows and sighs. He wonders if Jonathan heard all of that, the coughing and the whimpering and the kicking-- he has never had a nightmare, after the Upside Down, where he doesn’t flail in bed and kick his sheets and blankets away.

He did. He’s wondering what it was about this time.

Will knows this, just as he recognized the fear emanating from the scientist, just as he recognized the Russian's unfamiliar icicle-words to be *one year*. Just as he knows his mom has been up since eleven the previous night and hasn't slept since. *When did she tell me that?*

Well, when did Jonathan ask about the dream from a few minutes ago?

He didn't. And he's not going to ask. He'll give me a new mixtape tomorrow, though, and he'll talk to Mom about it when she gets home from work.

Will clenches his fists in his sheets and turns on his left side so that he can't see out the window. He gets up and shuts the blinds and turns on his left side again anyway.

His face feels clammy. Like when he rides his bike for too long on summer days. He has a mustache of sweat on his upper lip and reaches up to wipe it off, but...

It's too sticky to be sweat.

Will brings his fingertips to his nose and sniffs deeply. That tangy, metallic smell... so familiar by now. He can practically feel the sharks circling him, except they're not sharks, they're beasts with clammy, cold limbs and flower-shaped faces and far, far too many rows of teeth.

There is blood dripping from his nose.

When they go back to school after winter break, the entire building hurts Will's head. Flashes of color and shape and sound, so much more vivid than before. He can't seem to block it out, either; his entire brain feels like one of those psychedelic-patterned rugs. Bright and fuzzy.

Dustin is squiggling and yellow when he shows off his new boxed set of the Tolkien novels; Max and Lucas didn't see each other all break and when Lucas tries to talk to her they are a back-and-forth of red

and pink angles, discordant notes on a piano.

El and Mike individually are soft and blue, running together as smoothly as sand in an hourglass. And when they are together, the blue sand gives way to blooms, all different shades of coral and gold and purple, as beautiful and fresh as a sunset. Will does his best not to look at them when they are together.

Although, that doesn't seem to stop the images. He keeps his head down in class, just as he always has, and he still gets... well, there is no correct word for it. Flashes.

Mr. Clarke has a date tonight and he's wondering if he should bring her dark or milk chocolate.

His mom, when he visits her at Melvauld's after school. *What should we do for dinner? Jonathan said he's tired of chicken...* Even people he barely knows, like his lab partner, Regina-- she paints her nails in the bathroom rather than help him with chemistry.

Max's mind blasts *Blitzkrieg Bop* for two days straight. Will considers the merits of lobotomy.

The side effects of this newfound ability are few, but nonetheless severe. For example, every time Will senses someone's thoughts or feelings, he gets a nosebleed. This would not be that big a deal if he was able to not sense someone's thoughts or feelings; however, he seems to be incapable of blocking anybody off.

So his nose has more or less remained constantly bloody since that first night in December.

At first he thinks it might be something to do with the machine the Russians made. Radioactive poisoning, like in World War II. *But is that even possible, through a dream?*

Even if it is possible, it's highly unlikely, he reasons with himself. After all, he saw what happened to those Russian soldiers. If it wasn't a dream, he too would have been exposed to that electric beast, and he would have died just the same as them.

It may have been a mercy, he thinks, pressing his forehead against the

table in the cafeteria as images explode through his mind, the thoughts as merciless as a man clearing a path with a machete. Sometimes, Will thinks that the man is clearing away his own thoughts; cutting out the weeds of *Will* and planting the seeds of other people so that he is no longer quite sure where he ends and other people begin.

Those who write similar lines in romance stories have never felt what Will feels.

“Will?” asks one of his friends, probably Mike. Soft blue, more like mist than sand, threatens to curl around Will’s ankles and he quickly pulls his feet underneath him.

“I’m fine,” Will says automatically. But he can’t make himself bring his head up off the table.

The thing is, his friends are projectors. They’ve always been loud, sure, and Will has always faded into the background beside Dustin and Lucas and Mike; Max can hold her own as well. So it shouldn’t surprise him that their thoughts are just as loud as their spoken words.

Sitting beside them in the school cafeteria, making eye contact with each of these people... God, it’s torture. And he loves them to pieces, but Will relishes the time when he gets home and he can listen to the soft hum of his mother and Jonathan’s whispering internal narrative. Dustin, Lucas, Max, and Mike are each their own movie soundtrack and the constant music of their thoughts is exhausting.

“Will,” says Mike again, and Will feels the blue mist tickle at his elbow and he jerks it into his side nervously. “Are you sure you’re fine? You don’t have a headache or something?”

The mist closes around Will’s elbow, soft and slightly moist just like the real thing, and Will’s head and shoulders snap up. Mike is beside him, concern evident on his face. He can’t look at the others, he just *can’t*, he’s going to break something--

The mist is not Mike, and this becomes evident when the mist changes texture, becomes less ethereal and more tangible, like he

could reach out and grab the stuff and let it filter out between his fingers. But that blue, shades of navy and royal and sky, can therefore only be one other person.

El makes eye contact with him as she sets down her lunch tray on the table. And he sees.

Eleven-Jane-El-Will in the woods, running barefoot, gasping and bleeding and terrified... the first demogorgon looming above, eyes burning with the effort of holding it back, but triumphant... the taste of frozen waffles and TV dinners. The taste of squirrels. Hopper, giggling like a little kid and dancing around with a broom. Reaching out her-- our --mind and grabbing hold of the back of a sweatshirt, the taste of chocolate pudding, the smell of blood and snot and dirt. *El, you have to stop--* the feeling of chapped, cold lips against our own, overeager and inexperienced, and *the taste of chocolate pudding--*

“Stop it!” Will is on his feet now, fists clutching and pulling at the hair at his temples. “Please, you have to stop, *please--*”

“What the hell?” asks Lucas and the others seem to share his sentiment because Mike is trying to get him back into his seat, and Max is trying to clap a hand over his mouth...

He’s screaming and he doesn’t even realize it. “*Help me! I need you to help me, it won’t stop, it won’t stop, do you understand?*”

But is he screaming? Is he really? The others are pulling at his sleeves and trying to silence him but they don’t seem to realize what he’s saying. He wonders, desperately, if he’s speaking in Russian, if the machine has done something so horrible to his brain and his body that it’s going to be this way forever.

El says “*I thought so*” and Will senses it, tries to reach out to her. He grabs hold of her string, the same sort of string that manages to connect his mind and body, the same one he grabbed when he dreamed of the Russians... and he collapses over the table.

The last person he hears before he loses consciousness is Dustin.

“Oh shit, my cornbread!”

“When did it start?” El asks him a week later. They’re sitting on her bed in the cabin, Hopper still out for the evening-- otherwise, there’s no way Will would even dare enter her room.

“I had a dream,” he begins, and she frowns. It stops him in his tracks.
“What?”

“If you have powers, it was not a dream,” she says. “Go on.”

“There was this... *man* on my couch. In my house. A Russian general, I think.” Will pauses. “Do you know where Russia is?”

“...yes,” El says. “What happened after that?”

“Well, I came up to him... don’t look at me like that! He was in my house!... anyway, I came up to him and put my hand on his shoulder and there was this weird... sort of *bendy* feeling. Like something had reached into my head and taken out my brain, squished it up, and put it back in all different. And when I opened my eyes, I was in this metal room. There were a whole bunch of soldiers, all wearing these oxygen masks-- do you know what an oxygen mask is? Okay, never mind, it’s not that important --and... I know this sounds crazy, but...”

As the story continues, El’s frown deepens more and more. *She looks like Hopper when she makes that face*, Will realizes, and it’s almost enough to cheer him up until he reaches the end of the story and the scientist dies.

“One year,” echoes El, and Will shudders.

“Yeah. One year.”

“Did you see anything outside? No windows?”

“No windows,” Will confirms. He feels hollowed-out. Like a Russian nesting doll.

Eleven hums and Will looks down at his hands. *It was just a stupid dream*, he reminds himself. Wonders if radioactive emissions can travel through dream-waves. Wonders if his mom will notice if he

ignores the bacon next time she makes breakfast.

“I think you were finding this Russian man,” says El. “The same way I find Hop when he is late coming home, and the way I found out about my mother and the hospital.”

“Sunflowers,” Will murmurs. Yellow flowers and clicking locks.

El smiles. “Yes.”

“So, you think this was in the past? A year could already have passed.”

“Yes,” El repeats. “This could be very bad. The Russians are bad men. Mike’s father likes to say that.”

“Understatement of the year.”

El smiles again and Will can’t help but smile back. Probably because this feels ridiculous, sitting on a twin-sized bed with a girl talking about Russian conspiracy and superpowers, and the fact that he might *actually have some*. He really should’ve been born into whatever alternate universe Professor X’s school is in. *Students, please welcome your latest mutant comrade, Will Byers-- he can smell feelings!*

Eleven reaches out and takes his shaking hands, pressing them between her own. He feels that blue mist creeping around him again, and wants to shoulder it away, but instead allows it to settle on him like a damp blanket. It’s not the most comforting of feelings.

“You shouldn’t be ashamed of this,” she tells him. “It is not your fault, however you got these powers.”

“Wouldn’t you want to be normal, if you had the choice? I *was* normal. I didn’t get nosebleeds every time I entered a room.”

“No,” El says, so confidently he almost believes her. “I can use my powers to help people. Papa wanted me to hurt people, and sometimes cats. But now I can find missing things, like Dustin’s math homework, and help Steve at basketball games.”

Cats? Steve? Will opens his mouth to respond, but then pauses.

“That’s cheating, you know.”

El shrugs, the corner of her mouth curling. “Steve has told me *only if you get caught.*”

Will surprises himself again by laughing, and presumably surprises El too, based on the momentary look of shock on her face before she giggles along. “And who’s gonna suspect supernatural interference, right?”

“Exactly. Just think: you could use your powers to give Max test answers in geometry. She is very bad at it.”

Will’s mood takes a sharp left turn into Shitville. “That would work better if I could control them.”

“Okay,” says El. “So let’s learn how to control them.”

“How?”

It takes a few minutes, but they manage to scrounge up a second blindfold for Will. It’s a bandana, some ridiculous-looking thing with the American flag patterned on it-- definitely a purchase by Hopper, definitely required by the police department for Fourth of July patrols. He pictures the chief dressed like Bruce Springsteen and snickers to himself.

“Quiet,” says El. Her hands are small and warm in his as they sit, face-to-face and blindfolded, cross-legged on the carpeted floor. El doesn’t have loud thoughts.

“Who are we looking for?”

“Who do you want to look for?”

He frowns, although she probably cannot see it. Will can see her face, even though he is blindfolded; it is like his eyes never closed at all. “I don’t know. It sort of feels like an invasion of privacy.”

“You are invading their privacy by not learning to control this power,” she points out. “Why not Jonathan? Or Steve?”

“Not Steve,” Will says quickly. “Let’s try Jonathan.”

He can feel El’s smile and it’s comforting enough that he settles down a little. Relaxes into the touch of their hands, interlocked between their laps. Soon, he is relaxing into all the places they are touching; his mind-hand interlocks with El’s. They spiral around each other and he wonders if this is how Mike and El create that blue sand, always intertwined in the unconscious mind even though Mike has no way of knowing.

“No,” El says softly, and the word glides to him in those glittering, deep shades of blue, floating like fog into his brain and evaporating. “It is more loose than this. Our connection is mostly me, since he cannot push back, like you are.”

Will hums in response. He has to concentrate on holding the connection, but El seems to understand what he means. Will can’t see El’s face anymore, but he can see *them*-- a deep shade of green, dark and thick, and shaped like bubbles. Carrying some of his heaviness... not as loose as El’s mist. He wants to reach out and touch, see what will happen, but El pulls on his hand in one way or another and then they are running.

It’s not running in the way he’s used to; it is running like the way he felt when he went to the Russians. His mind and body pull apart but he pulls them back together and he keeps them clutched between his hands, uses all of his strength to hold on...

And they are standing in an inch or so of water, surrounded by inky blackness, devoid of all the shapes and colors and sounds that have been haunting him for the last month. Will practically sobs in relief.

El’s hand is clutched tight in his as they approach Jonathan, alone in the blackness, sitting on a park bench and holding some invisible person’s hand. Probably Nancy.

“What a disaster,” Jonathan says, laughing with Nancy, and Will smiles too. He never thought he would miss those days when they would hole up in Jonathan’s room and listen to endless cassette tapes, R.E.M. and the Clash and the Smiths. But now Jonathan spends most of his time with Nancy, and *Steve*, incredibly; and Will spends

most of his time attempting not to bleed all over his favourite shirts.

El squeezes his hand and Will squeezes back.

A pause as Jonathan listens to Nancy's response. "Well, it's Billy," he says, half-smirking in that familiar little way he does. "What did you expect?"

Billy.

An unseen creature. Teeth in legs, ripping flesh, fearless and fearful... smashed windshield. Mill. Can't even whimper, Christ, I'm going to die here... Phone box, Nothing To Say, swimming lessons. Help me, somebody... Mrs. Wheeler Camaro Max son of a bitch!

Will rips off his blindfold and the connection along with it, gasping for air and grabbing at his face as though it might be missing. El is quick to follow. Her eyes are wide.

"Did you see something? Will?"

"I'm fine," he says, reflexive. Easy.

"No, you are not," she says and grabs for his hands, holding them still in hers.

A moment passes as Will tries to catch his breath. "What did you see?" she asks, because of course she knows he saw something. Their minds were practically one. He's surprised he didn't project it to her as well. *Thank God for small miracles.*

"Billy is in danger," he says after a moment. "Or he was. In what I saw. Something attacked him, and he was thinking about... Mrs. Wheeler?"

El bites her lip, frowning again. They sit in silence for a moment, both contemplating the same questions.

1. Why Billy?
2. When?
3. What in the hell does Mrs. Wheeler have to do with it?

Will takes his hands back and presses the heels of his palms hard into his eyes, until he can see colors that aren't those created by other people's minds. "God, El."

"God indeed," she confirms.

"What are we supposed to do?"

He opens his eyes and watches as El's sweet face hardens, a mask of grim determination he's seen a million times before-- on Hopper, on his mother, on Mike and Max and everyone else. He wonders if she got it from them or if they got it from her. Somehow, he thinks he knows.

"We wait," she says.

2. act I

Starcourt Mall is the sort of place that gives Will a headache, even when he's not functioning as the world's smallest Cerebro. The bright colors, the neon signs, all the mall rats reeking of hairspray and perfume samples-- and, of course, his friends.

He hasn't told anybody, not even El, but he saw the mall while it was still in the planning stages. When he fell asleep in English, he dreamt of it: a taller Mike, wearing far too much denim, the weight of an arm around his shoulders... pointing something out in the distance. Then Will had woken up, visions of electric-red pantsuits and glittering jewelry dancing behind his eyes, the cool smell of ice cream still lingering.

Sometimes, he still has thoughts and feelings and memories-- past or future --thrust onto him when he's not prepared for them. But mostly, he's doing okay. He waits for Jonathan to explain what he's working on, rather than simply finding the answer already presented in his own brain. When Will asks his friends what they think of his drawings, he doesn't dig around for whether they're lying or not.

Friends don't lie. El's favorite saying... picked up from Mike, of course. *You don't have to look in their minds for the real answer because they are already telling the truth.*

He wishes it could be that simple. He really does.

Because, after all, he's lying to his friends. Well, it's not technically a *lie*, *per se*, more of a lie by omission. He's just not telling them about his newfound powers.

Okay, so they're not newfound, they've been around for half a year. Okay, so it's a lie.

But when he scurries through the workers' hallway at Starcourt, sneaking into the movie theater with his best friends and shouting thank-yous over his shoulder to Steve, he can't imagine telling them the truth. He knows what would happen.

Lucas: *So you've been digging around in our brains? What the hell, man?*
And Dustin: *Dude, that is so cool. Have you tried that thing with the blindfold? Can you move things? Can you, like, move this figurine?*

He doesn't want to be a lab rat, and he doesn't want to lose his friends' trust.

And God, he doesn't even want to know what Mike would say.

So he settles into his seat between Max and Mike, staring up at the screen, and pretends that he has no way of knowing how the movie might end.

It's easy to focus on the drone of the movie and the flashing lights--until the lights are gone. The theater groans as one, Mike going so far as to throw his hands up in the air, knocking popcorn onto the ground and causing Max and Lucas to whine at him about the mess he's making. Annoyance comes off the audience in waves.

But Will is quite suddenly occupied with something else. Slowly, ever so slowly... cautiously... he raises his fingertips to his mouth and presses against his lips. Remembers the way the Mind Flayer felt inside his mind, like wading in the lake on a summer night. A cool darkness. Refreshing, somehow, but not quite relaxing, definitely not trustworthy. Will looks into the darkness of the theater the same way he would look into a pitch-black lake.

Will quickly pulls his hand away from his lips and wipes a clammy palm on the side of his shorts. Taking a deep breath, he tries to reassure himself. *This is just like those nightmares; not all of them come true.*

But what if this is one that does?

He remembers the way the Mind Flayer wrapped its tendrils around his brain and dug in its probes, how it grabbed at his memories, his dreams, his deepest secrets, and pulled them loose as easily as flowers from a garden bed. Flung open his mind's cabinet and started pulling out drawers and emptying their contents without a second look, whatever energy was necessary to keep him alive and doing its dirty work. It took things from him he didn't know he had.

Will cannot imagine going through that again. He doesn't think he would have survived it, doesn't know how he survived the first time. He's lucky that his mother is resilient and tough. That his friends are persistent, and not slow runners.

But there is no outrunning the Mind Flayer, and that is why Will's skin is rising up in goosebumps. Because he can sense it in the air, can feel it lapping at his brain the same way cold, dark water laps at your ankles when you stand in the lake on a summer evening, wondering *what's down there and does it want me?*

Is it wrong to hope it goes for someone else this time?

El closed the gate. There is no this time because El closed the gate. He squeezes his eyes shut and grimaces.

When he opens them again, Will catches Mike's eye in the near-blackness of the movie theater.

They have been friends for years and years. *Best* friends, no matter what Dustin says-- bullshit, you 'can't have more than one best friend.' And even if you couldn't, Mike would still be Will's. In kindergarten, they made a promise that they would never stop being best friends, and they haven't to this day. Will knows *everything* about Mike-- his favourite flavour of milkshake (strawberry), his favourite band (it's the Police, but he'll lie and say it's Van Halen if anybody asks), even his favourite book (the Fellowship of the Ring, of course. It's Will's favourite too).

So, in short, he knows Mike nearly better than he knows himself, and he can tell that Mike knows. Mike has realized that something is wrong and he's going to bother Will about it as soon as they take a step outside the building.

"Hey," begins Mike.

"It's nothing," Will says hurriedly, and he thinks he catches a glimpse of a raised eyebrow before the screen comes back on and the audience cheers.

"Are you okay?"

“Yeah. Of course,” says Will. He forces himself to look back at the screen. “Why wouldn’t I be?”

A long pause. “You just... never mind. It’s nothing.”

“It’s nothing,” Will agrees.

“Can you two *toerags* shut the hell up?” Max asks politely, leaning over Will’s lap to steal the popcorn.

He knows better than to mess with Max when she starts breaking out the *toerags*, so he passes her the popcorn bucket and keeps his mouth shut. It could just be a false vision, after all.

But he thinks of the Russian scientists and the electric beast that killed them, and the smell of cooking flesh seems to linger in his nose for the rest of the movie.

When Max tries to pass him the popcorn, he declines.

The next morning, Jonathan rushes out of his bedroom, lipstick stains on his cheeks and pants only halfway on. Will doesn’t have to be a mind-reader to know who snuck in last night.

His mom shakes her head and smiles-- *ah, young love* --and wipes the lipstick off her older son’s cheek without a word.

Jonathan leaves. “Gross,” Will says.

“You’re not going to think it’s gross when you fall in love,” teases Joyce, but there is something lying just underneath the surface of her voice. She wipes her hands on a threadbare towel and looks at him out of the corner of her eye.

“I’m not going to fall in love,” he says quietly and sips the milk from his cereal bowl.

Joyce looks at him over her shoulder, that pitying look once again, and he feels the milk churn and curdle in his stomach. She turns back

to the dishes, responds with a quiet “okay” and leaves him to stare into his empty cereal bowl. The remnants of his Cocoa Pebbles stare back at him.

Dustin is coming home today.

He’s switched out his trusty baseball cap for a science camp-branded one, and he’s telling them all about his gorgeous, superhumanly smart girlfriend as they trek up the hill, carrying equipment heavy enough to be used for bench pressing.

Always with the girlfriends, Will thinks, watching El and Mike walk with their sides pressed tightly together; watching Max and Lucas bicker about something or other. And now Dustin, too, and it’s a small mercy that Suzie isn’t here because Will imagines they would be just as insufferable.

“Gotta go,” Mike is saying, “curfew,” and suddenly El and Mike are running back down the hill, hand-in-hand and giggling.

“Curfew at three?” Dustin asks incredulously, and Lucas shakes his head. Max rolls her eyes. Will does nothing but watch them leave--and wonders, in the back of his mind, whether he’s really still imagining it. The look in Mike’s eyes, the hesitation...

“They’ve been like this all summer,” explains Max. “They never want to hang out anymore ‘cause they’re too busy sucking face.”

Dustin wrinkles up his nose. “Assholes. Well, their loss. You’re about to witness a miracle of technology and a miracle among women, my dear compatriots.”

Max looks pointedly at Lucas, who’s squinting at something in the distance. Will elbows him in the ribs.

“Ow, what was that for? I mean, I already witness a miracle among wom--”

Max elbows him in the ribs too and they hike up the rest of the hill with Lucas complaining about his sore ribs and Dustin rhapsodizing on Suzie’s hair-- *even better than Farrah Fawcett! Even better than Steve!*

“Steve literally has Farrah Fawcett hair,” Will points out, but nobody wants to hear it.

And then they’ve set up the machine and they’ve sat there for hours, listening to Dustin repeat “Suzie, do you copy?” over and over again until the sun goes down. Max and Lucas finally take off, citing their respective desires to ‘not get killed by my asshole stepfather’ and ‘get a helping of dinner before Erica gets her hands on it’-- and so it’s just Will and Dustin, for a time.

Except that Will can’t stay very long. His mom gets nervous when he’s out after dark, and Will himself does too-- he doesn’t like riding his bike at night, and he doesn’t ride on Mirkwood even when it’s light out and he’s got a million friends with him.

So he bids Dustin a reluctant (secretly relieved) goodbye and starts trekking back down the hill toward his bike.

But then he hears it.

A soft, raspy voice, speaking words he can’t make out, and then a young man’s shout.

“Where are you? Where are you, you son-of-a-bitch? Show yourself!”

Instinctively, Will crouches down to the ground, looking around for the voice. He’s had too many people call him Zombie Boy and trip him in the hallways over the past few years to ‘show himself’ to the man. He raises his head toward the distant woods, where he imagines the voice came from, but sees and hears nothing more.

The wind rustles the tall grass he’s hunched over in and he stands.

“Will?” calls Dustin from his position at the top of the hill, where he’s packing everything up.

“It’s nothing,” Will calls back, not turning around. “Thought I dropped something.”

He charges back down the hill to his bike and climbs on, pedaling furiously to get home before the sun is completely gone from the sky. When he gets home, Jonathan fusses over him and wipes his upper

lip with a wet napkin, trying to get the dried blood off.

Will is on his bike, making his way to Starcourt to meet up with Mike and Lucas-- why, exactly, they all need to help buy a present for El is beyond him --when he passes the neighborhood pool and something grabs his attention with such force that he stops dead in his tracks.

Rarely does a mind give him pause. There's El, of course, who's twice as powerful as he is, and sometimes he thinks he sees glimpses of the same thing; somewhere out in the woods.

But he doesn't go in the woods anymore.

And this isn't a mysterious, unknown creature crashing through the woods. This is Billy Hargrove.

He's a senior this upcoming year and Will only knows him by sight but Steve has ranted about him enough that Will can immediately pick him out of the crowd: tight jeans, blond mullet. The only thing that's missing is the smug sort of look on his face, which is odd since both Max and Steve have complained about it in length...

It's like he's constantly looking down his nose at you!

Yet his face is blank. Like he's sleeping with his eyes open.

He's bringing up a lighter to the unlit cigarette dangling from his lips and slowly raises his eyes from his task; seems to meet Will's eyes instantly, as though he already knew he was looking.

Billy's expression doesn't change, but a sudden wave of pain washes over Will. His mouth falls open.

Build it, a cold voice tells him. Build it, no смотреть это, build it--

The smell of ice cream. Neon signs in Starcourt, displaying the names of department stores, flickering on and off. *What's up, Doc?* And where's the fertilizer going, that's what *he's* wondering, that's what Jonathan's wondering, but Billy knows the answer, yes he does, he

could tell them all (and wouldn't that be so funny wouldn't the look on their faces be good yes it would) but he won't because he has to *build*--

As he begins to feel the blood dripping from his nose, Will forcibly throws himself off his bike, crashing face-first into the ground and yet feeling nothing except relief when he gets up holding his nose and sees Billy Hargrove walking away. There's something deep inside his chest, call it a survival instinct, that tells him he made the right move.

He wipes his nose on his hand, grimacing at the sticky feeling of blood, and swings a leg back over his bike. Will begins to pedal once more but keeps an eye on Billy as the guy saunters back toward his Camaro.

Billy's body is moving like that of a marionette; stiff and disjointed, like he's a baby giraffe just learning to walk. *Or a creature remembering how to move within a human body.*

Will recalls the shuddering, cold feeling of the movie theater and pedals harder, staring at the blood on the back of his hand.

It has to be him, right? The Mind Flayer.

El, if she was here, would shake her head and grip his hands in hers, cool to the touch and surprisingly strong and unsurprisingly reassuring. *I sealed the gate, Will. Some bad dreams are just bad dreams.*

But she hasn't seen what Will has. She didn't just see inside Billy Hargrove's head, vines dark and tangled and choking out whatever's trapped in the center. Whatever's left of Billy.

Will grips his handlebars until the tendons pop out on the backs of his hands.

Pedals harder.

"I dump your ass," El tells Mike outside Starcourt the next day.

Stomps off arm-in-arm with Max.

Well, I didn't see that one coming, thinks Will. So much for being a semi-psychic.

He shouldn't be so happy. There are bigger things to worry about, especially if the Mind Flayer really has returned, if he's possessing Billy at this very moment. If he's building it, whatever *it* is.

And yet, when El dumps Mike, leaving him with the confused and dejected look of a puppy left outside in the rain, some sick part of Will is grateful. Because maybe now it's his turn. Will's turn to get the full attention of that lovelorn, adoring gaze; maybe he will be swung around at the Snow Ball and kissed full on the lips. He can imagine Mike sneaking out of the Byers house the way Nancy does-- maybe a sitcom-style moment where Nancy and Mike both jump out of the windows at the same time and spot each other and scream.

Then he remembers who and what he is and of course, none of that will ever be possible, so Will decides to go back to thinking about the Mind Flayer.

It's not a great comfort.

El will know if something's wrong, as soon as he can contact her without the unnecessary addition of pining ex-boyfriends and stubborn Max. She'll search for Billy, and double-check Will's suspicions, and if nothing's wrong then everything will return to normal.

Or, as normal as Hawkins can ever be. It doesn't have a great track record thus far.

He briefly closes his eyes and searches for her-- she's on the bus with Max, sharing ice cream and travelling to the Hargrove-Mayfield house. Where Billy is, perhaps.

Will sighs in relief. *Everything's going to be simple and straightforward*, he promises himself, and opens his eyes to see a miserable Mike and Lucas comforting him.

He pats Mike's arm and tries his best to look sympathetic. It's hard

when he can't decide whether to be over-the-moon elated or preparing his armies for war.

They're on the edge of something big, another supernatural disaster, and yet Lucas and Mike are still laying around in Mike's basement eating pork rinds and moaning about their girlfriends. Ex-girlfriends?

Never mind. *It really doesn't matter right now*, he tells himself, and wipes his sweaty palms on the front of his shorts. His legs can't seem to stop shaking. He feels jittery, like he just drank a whole pot of his mom's extra-black coffee.

His friends don't seem to notice. They also don't seem to notice that Dustin is gone, or that nobody's seen him since yesterday night. Will tries not to dwell on that, tries not to think about that shouting man in the woods and the rustle of the grass, brushing up around his bare legs.

He can sense that El is nearby, at least within the confines of her mind, and when Lucas burps spectacularly Will feels a wave of amusement that definitely belongs to her. He shuts his eyes.

El, if you can hear me, he thinks, I need you to find Billy Hargrove. Something is wrong.

She doesn't respond, but he can picture her vaguely, standing in ankle-deep water in the pitch blackness of her dream-walk and looking at him with concern.

It's about the Mind Flayer, he tells her, and surprise washes over him. Confusion. Fear. Just try and find him. Try and see what he's doing, if anything's wrong. He seemed off.

A voice, in the very back of his head. "Tell Max?"

...not yet.

And she's gone.

When he opens his eyes, wiping the blood away impatiently, neither of his friends have noticed that he's been in a trance. Neither noticed that he's got a nosebleed for the second time today.

Sometimes Will understands why El would dump Mike's ass.

He tunes back into their conversation if only to take his mind off things. The way he sees it, he's done what he can now; somebody is on the case and he and El can talk about what's going on later. There's nothing to be done for the moment.

Or at least, that's what he tells himself.

Will wonders if he should have-- or even reasonably *could have* --done something earlier. At the pool, maybe. He could've reached inside Billy's head and tried to unknot whatever had tied itself around his consciousness. Pulled it free so that he could be returned to his normal self.

As normal as you can be when you're a keg-sucking, girl-obsessed asshole, Max's voice echoes somewhere inside his head.

But isn't that better than being a puppet for an otherworldly monster?

Lucas and Mike are looking at him expectantly.

"What?" he asks. "Sorry."

"You're like, a million miles away, dude," says Mike, and crunches down another pork rind. Talks with his mouth full. "What's on your mind?"

"Oh, nothing," Will says. He crosses and uncrosses his legs, taps his fingers against the side of his thigh. Tries not to think about El wandering the psychic world in search of a demon.

His friends exchange a look.

"You can tell us, you know," says Lucas, and they both nod and give him their most sincere looks.

They seem like concerned parents, talking to their unruly son about his heavy metal addiction, and Will nearly snorts. Then he remembers the songs blasting from Billy's Camaro and sobers up.

“It’s really nothing,” Will insists. “Just... D&D.”

It’s a weak excuse, even to his ears. Lucas and Mike exchange another look, long and concerned. *Pitying* him again. They probably think he’s reminiscing on the good old days of being possessed-- if only they knew the problems they’re facing now.

Will’s temper flares.

“Listen, I’m sorry that I’ve got more important stuff on my mind than whether El is shoving her tongue down your throat or not,” he snaps.

Mike looks shocked, eyebrows disappearing comically underneath his fringe, and then his expression hardens. “Our relationship means more than that! And it’s not like you would understand, ‘cause you’ve never dated a girl anyway.”

Lucas nods in agreement and promptly stops when Will flashes a glare in his direction.

“And it’s not like D&D is more important than girls, anyway,” Mike continues. His tone turns accusatory. “You just don’t wanna grow up like the rest of us.”

Will can’t seem to do anything except stare at him and formulate imaginary responses.

My childhood was stolen from me by a creature straight out of our stupid fantasy game. I spent a week running for my life, and now I’ve spent two years dreaming about it every night. Every night, that is, except the ones where I was possessed. And you’re accusing me of being childish. Immature.

He takes a very deep breath and stands up. “I’m going to go.”

As if a switch has been flipped, there’s suddenly remorse in Mike’s expression. “Wait, Will, you don’t have to--”

“I want to,” Will says, cutting him off. He climbs the stairs out of the basement and ignores Lucas’s calls after him, Mike’s footsteps as he tramps up the stairs behind Will.

It’s pouring rain and Will can hardly see his bike as he ventures out. The beginnings of a storm, of course, which is just typical. Hopefully, El and Max aren’t out in the weather--

“Will, don’t go,” Mike says, huffing behind him. “Come on, you know I didn’t mean it.”

“You did. That’s okay. I’ll just go home so you can talk about your girlfriends in peace.”

Meanwhile, I’ll be helping your girlfriend attempt to locate the possibly possessed stepbrother of Lucas’s girlfriend. Enjoy your pork rinds.

Mike straightens up and glares at him. “Don’t be like that. You know I hate it when you get like this.”

“Get like what?”

He waves his hands in the air, as though his frustrations simply could not be put into action. “All... all self-pitying.”

“*Self-pitying?*” Oh, the nerve, the nerve of Mike to talk about pity, as though he knows anything at all about it...

“Yes, *self-pitying*,” Mike snaps. “You know, if you didn’t act all *woe is me*, all *I’m Zombie Boy and nobody will ever love me* all the time, maybe somebody would actually give you a chance.”

Will turns and studies him for a moment, the tense line of his mouth, the anger in his eyes. “You know, I don’t think they would,” he says. “I really don’t think they would.”

There’s a long pause. A moment of tension, where Will thinks the jig is finally up. But Mike won’t even acknowledge it to himself, it seems, based on the way his eyes spark with sudden fear when Will says *I don’t think they would*.

Not *she* would.

Mike's face twists between disgust and anger before it seems to settle on the latter. "If they wouldn't, then it's not my fault," he spits. "It's not my fault you don't like girls."

And something seems to snap between them. Whatever fragile wishbone was keeping them together, it's broken, and Mike is holding the larger of the two pieces.

Strangely enough, his words don't sting in the way they should. Will just tilts his head and keeps studying his friend. The nervous twitch under his right eye. The way his hair is beginning to curl under his earlobes, wet from the rain.

Looking at Mike, his best friend since kindergarten, the one person he's truly trusted throughout his entire life, he does not feel anger or sadness, or shame for who he is.

He now understands how it feels to truly pity someone.

"Jesus Christ, Mike, you think that's what this is about?" asks Will, shaking his head.

"So you admit it."

"I didn't admit anything."

"You don't like girls."

"How do you know that?"

And Will knows Mike won't answer. He doesn't have to be a psychic to know that Mike will never admit it, not to himself, not to Will, not to anybody. Mike will never say *I've seen the way you look at me* and flutter his eyelashes at Will, but he will never spit out a slur and knock him to the ground either. This exists in limbo. As long as they don't acknowledge it, they can go about their lives. Or at least *Mike* will go about his life, Wonder Woman on his arm and Superman lurking and longing quietly in the background.

Mike blinks big, watery doe eyes at him. Mike doesn't even know.

"God," Will sighs. "Just... whatever. I'm leaving. See you tomorrow."

He picks up his bike and swings a leg over it, glaring out into the pouring rain.

“Wait. I’m sorry. I didn’t mean that.”

“Yeah, you did. See you tomorrow.”

Will races through the rain, sliding on wet cement and barely staying on his bike, shaking wet hair out of his eyes and trying not to think about Mike-- how he could misunderstand this situation so badly, Will doesn’t know --and instead, focusing on getting back home. Where he can warm up and contact El and see how things are going. Make plans, if necessary.

If the Mind Flayer has truly returned, they will be ready for him.

And yet, when Will gets home, something tells him to go to Castle Byers instead.

Trekking through the woods towards it, the rain and wind still beating down as it grows dark, Will realizes that he has hardly spent any time in the place since the events in the Upside Down. He remembers long, cold nights, singing that Clash song to himself and waiting for the Demogorgon to find him. And remembers why not.

He sits down in the center of the hut, listening to the wind lash the walls. Will tilts his head back and closes his eyes. Searches for El.

He doesn’t find her, but he finds someone else.

A wine bottle broken, cracked over some man’s head, and blood on the sort of fancy rug Will’s family could never afford. Will can see their bodies, the man and a woman who is presumably his wife, lying unconscious on the floor of a hallway. Getting dragged out by their ankles. For a moment, Will imagines he is the man, and he looks up...

Billy Hargrove. And a young woman he’s never seen before, about Billy’s age. Both with that cold, blank stare on their faces, like robots, and both with minds like tangled necklaces.

No, thinks Will, and tries to open his eyes, but he’s still staring into

the faces of Billy and the girl, dark spikes of anger and fear coming at him. And yet, somehow impersonal. The emotions of a being that is controlling them, not really them... but Will doesn't care. He would rip and tear through these two if it meant getting back to Castle Byers, getting back to a place where he can warn his friends and family--

So he rips.

Whatever bonds they have on his mind break suddenly and violently, and he spirals back to the physical world, opening his eyes to the sound of a small-scale explosion. He instinctively covers his head, but when no further sounds come, he opens his eyes to find that he is sitting in the ruins of Castle Byers. The walls have exploded outward, ripped apart... everything inside is torn to bits, and yet he can't bring himself to care as he staggers to his feet.

Blood runs freely down his face and he doesn't bother to staunch the flow. Will climbs out of the mess of woodchips and nails and stands on the edge of the ruins, staring out toward his house.

He's felt those bonds before. And it can only mean one thing.

There is a shout from somewhere to his left and he looks over, sees Lucas and Mike running toward him with their raincoats held over their heads. Mike reaches him first, drops his coat to grab hold of Will's shoulders, starts babbling about how sorry he is and how it was wrong for him to assume--

"The Mind Flayer," Will says, and feels a shock go through him at the spoken words, saying his greatest fear's name once more. "He's returned."

Lucas and Mike look at him, dumbfounded, and both begin to talk at once.

But Will only has eyes for the shed; the building in which he was once held, the Mind Flayer within his body, holding him captive and using him as a spy on his friends and family...

Somehow, he doesn't think a shed will hold the Flayer now.

Build it.

They're all sitting in a circle in Mike's basement, knights of the round table, watching Will with scared eyes and grim faces. All except El, of course, who is sitting beside him with a calm expression and a hand on his knee, meant to stop the shaking, but only serving to earn him disgruntled looks from Mike.

"I have some remaining connection to the Mind Flayer, I think," Will says, picking and choosing his words carefully. He still doesn't want to reveal his powers. Wants to keep them hidden, close to his chest, where he won't get the same awed and terrified looks that El gets. "I can sense when he's active and what he's doing."

"As a result of the hive mind?" Lucas asks cautiously. Will can tell he's remembering the demodogs, the maze beneath the pumpkin fields.

"Maybe," he says. "I don't really know how it happened."

"What does this have to do with Billy? You don't think he's...?" Max's face is full of concern.

"Maybe," he says.

Max and El exchange a look and Mike tries to catch the latter's eye, but she pointedly looks away. Back at Will.

He puts his face in his hands and sighs. Tries to think of a concept that would make sense, in this screwed-up reality of theirs-- it's not like in AV club, where there's always a solution to the question of what part of the machine is broken. "What if that piece of the Mind Flayer that was inside me... well, you closed the gate, right?"

El squeezes his knee reassuringly. "Yes. Of course."

"So what if the piece that was inside me never got back to the Upside Down?"

They all pause, considering it. Mike bites his lower lip thoughtfully and both El and Will's gaze dart toward him and then each other and then away again.

“Seems plausible,” says Max, but she looks pale. “And you think it’s got Billy.”

El nods slowly.

Max nods back, eyebrows scrunched together, biting at a thumbnail. She’s nervous and Will doesn’t blame her-- he just wishes there was a way to fix the broken machine.

And then Mike straightens up, eyes bright.

“He likes it cold, right Will?”

“Yeah,” Will says, and unconsciously pulls his shirt tighter around himself at the memory of the ice bath. The burning room, with all the heaters and blankets in it.

“So why don’t we trap him somewhere hot?”

“The sauna,” Max says instantly, eyes growing wide. “He’s already at the pool, right?”

“But how are we going to get him in there? He’s like, unbelievably strong,” Lucas points out.

There’s a beat that lasts slightly too long. Will can sense the others’ thoughts, although he wasn’t there to witness them himself: the memory of Steve, face swollen and covered in his own blood, Lucas shaken but unharmed and Max driving the Camaro with a cardboard box on the pedals. Will decides he’s glad he wasn’t there for that.

“El, obviously,” Mike says, cutting through the thick silence with typical obliviousness. “She’ll bolt him in there using her powers.”

“She will?” asks El, raising her eyebrows.

Lucas and Max exchange a look, and then seem to realize that they’re supposed to be arguing and look away from each other quickly. Will

rolls his eyes so hard he's surprised they don't roll right out of their sockets.

"For the love of God, you two, there are more important things to be dealing with right now."

They both look at him and Mike tips his head slightly. Smiles in that way that always makes Will a little weak in the knees. "You sound like your mom."

"*Not the time,*" says Will, and turns to El. "Can you please do it?" The unspoken *I'll help you* is there, although he dares not say it in front of the others.

She studies him for a moment, then nods. Grips his knee one more time and stands up. "What are we waiting for, then?" El forces an encouraging smile, but Will can sense the nerves behind it, the disappointment that she didn't seal the gate, that she couldn't protect her friends for long... "Let's get this thing out of Billy."

"We're not even sure he's possessed," Max reminds them as they sort through brooms and boxes in the storage closet.

As Mike sets up his walkie-talkies, Max says, "There's no way it's Billy. I would've known."

When everybody takes their places in the deserted locker room, Max whispers in Will's ear. "It can't be Billy," she says, and he whispers back, "It couldn't have been me, either," and she finally stops talking and sits back on her heels with a look of resignation.

Will has already brushed off Lucas's fumbled apologies and picked out chains to hold a teenage boy inside a sauna without his consent, so Max has to forgive him for not being in the mood for denial. And besides, he knows... he knows better than any of them, would know even if he didn't have the psychic powers to help guide him. He's seen that same blank expression in the mirror; has carefully hidden his own skin from the sun and worn as few clothes as possible even in twenty-degree weather.

He likes the cold, and so they're going to burn him out. If Billy, by some miracle, isn't possessed by the Mind Flayer, then they're just going to have one very pissed-off, very sweaty douchebag on their hands. Still beats the Flayer.

They can all hear the shower running, but there's an additional layer of sound for Will; he can hear Billy's steady heartbeat, the thoughts winding through his head-- or at least, the empty spaces where thoughts should be. And then he's in the locker room with them, getting dressed. Lucas reaches out and slams a locker door shut and Billy, somewhere out of sight (not for Will and El, and they're exchanging nervous looks and resisting the urge to pull their friends to safety and *this is a terrible idea*) calls out 'pool's closed.'

And so it begins.

More noise. Clanging metal as they slam lockers and scrape chairs against the floor and Billy pounds on a locked door, yelling, and Will cringes. He remembers Steve's tangible fear when Billy walked past Scoops Ahoy one day. Bruises and blood.

Even if it's not the Mind Flayer, even if it's somehow just regular old Billy Hargrove, can they really trap him? Can they really let go of him safely?

But then Mike's voice is audible over the walkie-talkie. Mike is hiding in a broom closet, Will knows, and he and Mike have just gotten in the biggest fight of their lives but he still fears for his friend. He fears for *all* of them, especially Max, whose eyes are wide and scared.

"Billy!"

"...who's there?"

"Billy! Billy!"

The sing-songy tone of Billy's voice, mimicking Mike, sends a chill up Will's spine. "Who's there?" he asks again, and his voice moves away from the door to the locker room.

Mike laughs.

“You think this is funny, huh?”

The sound of curtains, jerked open.

“Billy, come and find me...”

“I find you, it is your funeral.”

And Will knows he means it.

Everything seems to happen all at once. Billy finds the mannequin with its walkie-talkie in the sauna, cackles and lifts it by its throat, far above his head, and El comes out of nowhere. Throws his body into the wall and cracks the tile like it's nothing.

Will hardly feels his legs moving beneath him as he and the others dart out of their hiding places, use a bar weight to block the door so Billy can't get out of the sauna, nearly crushing his fingers in the process as he throws himself toward the exit. Mike is by his side as Will gets the chains into place, fingers shaking, *oh God please let this work please let this hold it* and he doesn't know when he started thinking of Billy as an it but he *knows* he's right and Mike's eyes are frantic as Billy pounds against the door, rattling it in its frame.

Backing away, Will notices the exact moment when Billy realizes he's caught. When he realizes all hope of escaping is lost without convincing his captors to set him free. He hits his fists against the door a few times, backs up and rams his body into it as though it doesn't hurt at all, but then stops. His eyes move over the kids standing in V-formation before him, defensive positioning. And settle on his sister.

There's a look of anguish on his face. One that Will cannot immediately discern to be genuine or false. And then, ever-so-quietly: “Max.”

Her name is used as a synonym for betrayal and all of them know it, including Max herself. An identical look of pain appears on her face, and Will watches her jaw work, her lower lip tremble... but she is strong, and she says “do it” and Will cranks the sauna up as hot as it can go.

Billy's breath fogs up the glass on the door. He's looming over them, even though he's trapped, looming behind the confines of his prison. "Let me out," he says. "Do you think this is funny? Is this one big joke to you, a fucking prank? Do you little shits think this is funny?"

He spits on the glass and Lucas and Mike look at each other and Max closes her eyes but Will won't break eye contact. He can sense... something. Some kind of barricade is falling away, as the heat rises and makes Billy's hair cling to his sweaty face.

"Open the door," he says slowly. And then screams it. "*Open the door! Open the door, or I'm going to fucking kill you!*"

Max jumps as his fist slams against the doorframe and even Will backs away, but El doesn't move. Tips her head slightly, as though examining a previously undiscovered animal.

She sees it too.

Will's eyes flick to the thermometer as Billy falls backward. Two hundred twenty degrees.

Max's resolve looks to be weakening and Lucas and Mike, who saw firsthand what Billy did to Steve, dare not approach. They can hear Billy start to speak again.

"It's not my fault," he sobs, "It's not my fault, I swear. I promise you. I promise you, Max, it's not my fault, I didn't mean to do it--"

And Max inches forward. The look of anguish has returned to her face, the scrunched brow and downturned lips. "What's not your fault, Billy?" she asks. As if she doesn't already know. As if El hasn't told her. She needs to hear it, Will knows, to believe what the others are telling her.

Billy is sobbing about shadows and how the shadow made him do it and Will is thinking *yes, I knew it, I knew it right from the beginning right from that moment at the pool* and then El turns to look at him and the fear in her eyes is palpable. He has no response for her.

Max is starting to weep, her fingers twitching toward the chains on the door, and Billy is begging for her to let him out and *please believe*

me, please and in an instant, Will knows what is going to happen.

“Get away from the door.”

“Billy, it’s going to be okay--”

Gooseflesh rising. “Get away from the door. Now.” He hears, faintly, the sound of scraping, imagines his hand closing around a chunk of broken tile...

He turns and Mike’s already there, inches from him, eyes wide. And Mike must know too, because he sees Will’s expression and says “Max, come back,” and that must finally get her attention because she turns and asks “what?” and at that moment, Billy is flinging himself at the glass pane with a chunk of tile grasped in his hand.

El’s hand shoots out, but she doesn’t have time to react. Billy breaks the glass and Max’s face is covered in cuts from glass shards but, thank God, she’s stumbling back toward them with tears in her eyes and blood dripping down her cheeks and forehead--

Billy is shouting, cursing and trying to break the chains, and Lucas slingshots a rock into his face-- *where the fuck did he even get that?* -- and just for a moment, Will thinks they might be safe, with El ushering them all behind her like chicks to a mother hen.

Then the lights start to flicker.

There is noise from the sauna and Will doesn’t want to look but he does. Billy rolls on the floor, black blood, black veins moving about underneath his tanned skin-- *build it*, thinks Will.

Build it, and then Billy has stood up and pushed the door out of its frame with almost superhuman speed and strength. Will has just enough time to pull Max behind him before Billy is advancing on them, his eyes dark and cold the way they were at the pool a few days prior.

“You trapped me in there, you little bitch,” says Billy, prowling toward Max and Will, both of them stepping backward with each of Billy’s steps forward. He looks like a predator; a tiger stalking its prey and letting it run for a while and tire itself out before going in for the

kill.

Maybe that's what this entire sauna episode is. Maybe it's just the Mind Flayer letting them have some fun before it lets its minion destroy them.

"I told you I was gonna fucking kill you for trapping me in there," Billy continues, his steps slow and stiff. Like his entire body is sore. "I told you I was gonna gut you." His hand grips the shard of tile even tighter, and Will's eyes flick down to watch the blood drip down the inside of his palm, down his fingers and onto the floor.

That little moment of distraction is long enough for Billy to lunge.

Thank God for El.

In one quick movement, she's lifted a weight off the racks and swung it into Billy's chest. The telltale snapping sound of cracking ribs reminds Will of a Thanksgiving turkey and his stomach churns unpleasantly.

A thin trail of blood drips down her upper lip and into her open mouth as she grunts with the effort of keeping him constrained. The bar rises to his neck and presses dangerously against Billy's windpipe, the weights at either end digging into the brick wall, and Will remembers what he thought when Billy and the young woman tried to keep him trapped at Castle Byers.

I would rip and tear them apart. To protect, of course. To get back to his friends and family.

He wonders if El feels the same way, in this moment, standing with Lucas and Mike and Will behind her, Max behind the latter. She puts up another hand and Mike looks horrified but Will feels only a grim sense of satisfaction.

She is protecting them.

But Billy breaks free.

He lifts his hands up to his neck and grabs hold of the metal, pulls it down and breaks it over his knee as easily as one might break a

carrot. El looks confused for a moment, then scared as she backs away, but he rushes her, cold anger in his eyes. Predatory, once again.

Billy grabs hold of El's throat and lifts her above his head, as easily as he lifted the CPR dummy in the sauna. And the others are doing nothing, Mike and Lucas and Max staring at the pair of them as though they expect El to save herself...

She's choking, he thinks numbly, watching her face turn blue, her lips contort... He's going to kill her. He's going to crush her windpipe.

He would give anything for El's powers right now, rather than his stupid mind-reading and predictions. He would do anything to protect her, because she is the closest thing he has to a sister, and she is the only one who understands where he is coming from, the only one who he trusts enough to tell his secrets... well, not all of them. Not about Mike.

He won't let her die without knowing about Mike.

He won't let her die.

Will closes his eyes and concentrates. Reaches into Billy's all-black mind, composed of tangled wires and sharp angles. It is hard to tell where the Mind Flayer ends and Billy begins by this point, but he does his best; assumes the softer points and brighter spots belong to the real man. (He would like to think so, anyway.) He catches glimpses of sunny California beaches and someone turned away, someone with dark hair and a gentle laugh and a polo shirt... the taste of Jack Daniel's. The smell of cigarettes; and a blend of songs, all loud, all metal, Van Halen and Metallica and Def Leppard-- the soft, muted sound of Tears For Fears, hiding somewhere beneath all of that. Guilty pleasure.

But crawling over all of that, trapping those memories in their soft shades of red and purple and blue, are thick black vines. As thick around as Will's wrist, and tacky, like his mom's nail polish just before it's dried. Poisoning these memories from the outside in.

Will selects one particularly large vine, and with a jerk of his chin, he

tugs it loose.

Billy freezes.

For a moment, Will thinks he's failed, because El is still suspended in midair, her dainty neck encased in Billy's fist. But then Billy shakes his head like a dog trying to clear water off its fur. Looks disoriented. Even wavers on his feet slightly.

And he drops her unceremoniously to the ground.

While El gasps for breath, rubs at her neck trying to get feeling back into it, Mike rushes to pull her to his chest. Neither of them appear to have any regard for Billy by this point.

But Lucas, Max, and Will watch as the man wavers further on his feet, looking for a moment as though he, too, is going to drop to the ground in a heap. Then he turns on his heel and stumbles out of the weight room, pushing doors open as he goes, nearly walking into the doorframe.

Will closes his eyes and makes sure he's completely out of the building before he breathes a sigh of relief.

And when he opens his eyes, everyone is staring at him.

“What?” he asks, confused. Reaches up to wipe the blood from under his nose.

Realizes.

“You have powers,” Mike says, and it sounds more like a statement than a question. He seems dumbfounded, which is much better than the others; Lucas looks suspicious and Max looks as though she's going to burst into tears at any moment.

El frowns. “Yes. Did you not know?”

Everyone then turns to look at El, which Will must admit he prefers.

“You *knew?*” Lucas asks incredulously. “You *knew* and you didn't tell us?”

“He didn’t tell you?”

“I thought it would be better not to!”

“Why on *Earth* would it be better to keep your... your *mind-addling* powers secret from us?” demands Mike.

“What did you do to Billy?” asks Lucas, frowning deeply. He takes a step away. “Can you do that to us? Can you, like, read our minds?”

Will throws his hands up in the air. “See? See, *this* is exactly why I didn’t want to tell you guys! Because I knew I’d just get this reaction!”

“*Can* you read minds?” Mike asks, a sudden undercurrent of fear in his voice.

“He is not very good at it yet.”

“*El!*”

“You better not have been screwing around in here!” Lucas exclaims and taps a finger to the side of his temple. “My thoughts are my business. Got that?”

“For the love of--”

A quiet sob silences them all. Max covers her mouth with one hand as tears begin to flow down her cheeks. Lucas shoots a glare in Will’s direction and goes to comfort his girlfriend-- *ex-girlfriend?* Jesus Christ, does it even matter at this point?

“It really is Billy,” she hiccups. “I thought-- there was no way--”

“Shh,” Lucas says, hugging her in an attempt to be comforting. “It’s ok. None of us knew.”

A beat.

“He did,” says Max, and Will looks up to find her staring directly at him. The room goes silent except for El’s unsteady breath.

“Max, I really didn’t... I wasn’t sure...”

“Don’t give me that shit.” She shakes her head, and for a moment, sounds hauntingly like her brother. “You knew from the beginning. Didn’t you? That’s why you told El to look for him while she was sleeping over at my place.”

Will hesitates. Fumbles with the cuff of his shirt. He can’t think of a way to avoid this, and isn’t this why he didn’t tell them all from the start? Isn’t this why he thought it best to keep the powers hidden, just for himself and El?

“Yes,” he admits. “I saw him at the pool and... I thought... I thought maybe there was something wrong with him. He was... off.”

“Well, there you go,” says Max. She wipes the tears from her face and straightens up. Sets her jaw again and Will thinks *there she is again*. She even pushes Lucas away from her. “We’ve got our own Mind Flayer detector.”

“He can do more than that,” El says, and finally gets up off the ground. She smiles at Will, trying to put on a brave face, and he feels a little better for it.

“Like what?” Lucas asks, still looking disgruntled by his rejection via Max.

El says, “Like dream-walking. Like reading people’s thoughts and emotions. He can manipulate people’s minds. Or, at least, he just manipulated Billy’s. He can make predictions about the future... sometimes he can see scenes from the future, in his dreams.”

His friends all turn and peer at him expectantly.

He sets his jaw, as Max did, in the hopes that it will steel him for what they must do next. “I heard the Mind Flayer tell Billy to *build it*. We need to go find out what *it* is.”

“Well, if we want information, I know a good place to start,” says Mike. “I know a reporter.”

The reporters have decided that they need to go visit a crazy old lady who eats fertilizer in her hospital bed, so everybody is sitting downstairs in the lobby except for Nancy and Jonathan. Will is trying to keep an eye on them, but it's not working well, considering that he's distracted on two counts-- Mike and El are in the process of 'rebuilding their relationship,' meaning Will's pretty sure they're going to start kissing again soon and cut the fuse of his short temper in about half, and Lucas and Max are interrogating him about his 'newfound' powers.

(He has decided that they don't need to be corrected on the timeline.)

"Can you read anybody's thoughts?" asks Lucas.

"I've been working to block it out, but yeah. If I want to."

Max frowns, looking thoughtful. "Why wouldn't you want to be able to read people's thoughts? You'd be like Professor X, right?"

Will sighs. "The comics didn't exactly mention how it might feel to have everyone's thoughts projected at you all the time, regardless of whether you want to hear them or not."

"Can you hear my thoughts right now?" persists Lucas.

"Do you want me to?"

"No."

"What number am I thinking of?" asks Max.

Will closes his eyes for a moment. "Seven."

"That's too easy," interjects El, "she's always thinking of seven."

Max sticks her tongue out at El, who giggles and goes back to sharing M&M's-- and, possibly, mononucleosis --with Mike.

"This isn't a game," says Lucas, glaring at Max. "In fact, I think it's serious that you didn't tell us. Aren't we supposed to be your best

friends? We're all members of the Party.”

Will says nothing.

“Kinda shitty of you, man. Shitty thing to do, lying to us like that.”

“I didn’t lie,” protests Will. “I just didn’t say anything in the first place.”

Lucas, whose father is a successful lawyer, points out: “That’s lying by omission. Come on, Mike, back me up here.”

Mike pops another M&M into his mouth. Doesn’t even bother to look up at them, only has eyes for El. “I dunno, man. Will’s powers, Will’s choice. Not really for us to decide.”

Max and Lucas exchange a look. “Guess they’re back to being useless lovebirds,” mutters Max.

“Now is really not the time,” says Will, and closes his eyes to try and concentrate on locating his brother and Nancy.

Oh, *shit*.

Will leaps to his feet. “We gotta get upstairs. We gotta get upstairs, right now.”

“What’s going on?” Max asks, scrambling to her feet as well and following him toward the elevator, the others in tow. “Are you... sensing something?”

The lights begin to flicker and Will jabs the *up* button. Knocks his shoulder roughly into the elevator panels in an attempt to force the door open.

El rushes to his side and places her hand over the elevator panels, closing her eyes and trying to lift the elevator with her mind. But to no avail, apparently, as when she opens them again with blood dripping down her face there is no elevator waiting for them.

“The stairs,” she says, and everybody makes a break for the stairwell.

Three flights of stairs later, El is in the lead, marching the rest of them in through the stairwell door, and they could not possibly be prepared for what they see.

A mass of organic matter, red with blood and flesh, hard in places where bones of dozens of different people have fused together. The smell is horrid. It reminds him of the electric machine that killed the Russian soldiers all over again, except this is somehow worse; this is not the smell of burning flesh but the smell of cooking, sizzling flesh, as though these people had been placed on a slow-cooker on high. Mike retches behind him, hands on knees, doubled over... but the others stay standing, if a little greener than normal.

Will's stomach growls and he claps a hand over his mouth. Just in case.

Nancy is a few yards ahead of them, her makeup and hair a mess, shoes gone, dress torn. And she turns to look at them, relief flashing over her face-- just as Billy did with Will and Max, this is the moment where the beast chooses to attack.

It comes toward her, not quickly. *But it doesn't need to be quick, does it? Slow cooker...* steadily, as if it knows it's got time and she's got nowhere to run.

Just like Billy. Predator meets prey. Gives it the chance to run, believing it might escape. Will doesn't think his tactic of disposing of Billy will work so well on this monstrosity.

He doubts there's any brain left in the thing to pull free.

Good thing El steps in front of them, puts both hands up, screams and screams... throws the thing out the window, and as it moves, Will spies Jonathan on the other side. Shirt and tie torn, limping and carrying a pair of bloodstained surgical scissors, but with enough sense to drop to the floor when a fleshy monster comes flying at him.

It goes straight through the window, smashing the glass into a million pieces-- Max winces in sympathy as Jonathan cries out in pain --and disappearing to the parking lot three floors below.

They all rush to the window without a word.

Watch as the thing melts in on itself, disintegrates with a slurping, wet sound.

“It looked like the Mind Flayer,” says Will. “It *was* the Mind Flayer.”

“It *was* Mrs. Driscoll and Tom and Bruce,” says Nancy, and buries her face in Jonathan’s chest.

They all stand there until the last of the slime is gone, and even though Will would like nothing more than to collapse bonelessly onto the hospital floor and sleep for hours, they file out to Jonathan’s car anyway.

Staring out the window, Will wonders if he is imagining the shadowy creatures he sees in the woods. Not demogorgons, this time.

Maybe worse. Maybe human.

Notes for the Chapter:

Thank you for reading, and thank you to my lovely beta [mossintheconcrete!](#) Constructive criticism is always welcome, whether it be in the comments or through Tumblr, where you can find me at [flightofthebluealiens](#). The next chapter should be coming soon.

3. act II

“Because I love her!” says Mike, talking over his friends, and something in Will’s chest sinks.

El is dream-walking, has been for an hour, looking for Billy and the young woman he killed-- her name is Heather, according to Max -- and Mike has decided to put up a fuss about it. He’s using every tactic he can think of. *Well, she doesn’t need to be in there for so long, because...*

Because she might get tired, or weaken herself and be unable to fight off Billy next time they face him. Because Will can do it, so why not take turns?

Because he loves her.

The room goes quiet; Nancy and Jonathan have been silent for a while, the former stitching up little cuts on the latter’s face, but Max has been arguing with Mike over this dream-walking business since it began. Will doesn’t want to say anything, doesn’t want to get involved in an argument at a time like this-- but he thinks Max is right. El can take care of herself.

Mike’s eyes dash to Will and away and back again like he’s keeping an eye on a skittish horse. Like he thinks Will is going to protest his declaration of love.

And Will could. If he really wanted to. *If you love her, you must love me the same, because you give me the same look and sure we don’t make out but you’re just as protective of me...*

He’s not that malicious, though. He goes to help Nancy dab his brother’s face with wet napkins.

Jonathan has always been soft-spoken, but his words are even softer than normal when he turns to Will. “Do you really think he loves her?” His eyes are on Mike, who’s gone back to bickering with Max as though nothing was said.

"He doesn't even know what love *is*," scoffs Nancy, lips pursed as she appraises her boyfriend's cuts. "He's fourteen."

Will shrugs. "If he thinks he's in love, it's the same thing, isn't it?"

Both Nancy and Jonathan pause, looking thoughtful. "I guess so," she says.

Jonathan winces as Nancy uses tweezers to dig another piece of glass out of his cheekbone. "What do you mean?" he asks and seems genuinely curious.

That's always been one of Will's favorite things about his older brother-- he's interested in what you have to say and he'll hear you out while you say it.

"I think," says Will, "that it doesn't really matter if you actually love someone as long as you think you do. People think they love their significant others all the time when they really don't, but since they think they do, their behavior is still the same, right? They still take punches for people, they still get married and have babies." He pauses. "Then again, love is all in our heads anyway. If you think you love somebody, you do."

Jonathan is staring at Will as though he's never seen him before and Will is starting to get awfully tired of that look. "When did you get so introspective?" he says, sounding both teasing and truly surprised.

"Probably when he gained supernatural powers and learned to read people's minds," says Nancy.

"What?" Jonathan asks incredulously, and Nancy hides a smile and pulls another shard of glass out of his skin. "Ow," he complains.

Nancy is thinking about Steve. Will doesn't really need to read her mind to know that, just needs to watch the way her lips flatten out and twitch down at the corners. She's probably turning over Will's words in her mind-- *if you think you love somebody, you do*. Will remembers when she came over to their house, in February when Jonathan had the flu, and she first told him she loved him. That moment of tenderness, as she wiped his clammy forehead with a

washcloth, pitted against the night at the party with Steve: *Bullshit. Like we're in love?*

You don't love me?

She had winced at the memory and Will had winced too, shortly before he had to find his own washcloth to plug up his nose.

Back in the present, he turns to watch Mike and Max, sitting on opposite ends of the couch and glaring at each other every so often. When Mike's not shooting Max filthy looks, he's glancing between the closed bedroom door and Will.

He doesn't have the time to be upset over this. Over Mike confessing his love for El-- although he should've known it would come, in time, he would never seriously consider acting on his feelings for Will even if he didn't have a prospective girl to pick instead --or over his friends' distrust of him. They never got to finish interrogating him, back in the hospital. He's sure that Mike's stares are in part suspicion. *Because of course, the psychic is probably rooting around in his mind, pulling up the tubers of his secret homosexual lust.*

Will scoffs to himself and sits on the counter, watching Nancy dab his brother's face with rubbing alcohol. Jonathan hisses under his breath. Will reaches out to grab Jonathan's hand, and his older brother looks over at him with a fond smile-- it only lasts for a second before he starts wincing and cursing again. Will squeezes his hand.

El reappears shortly.

Mike jumps to his feet, but El ignores him, wiping the thick blood off her upper lip impatiently and making her way over to Will. "I need your help."

Will grimaces. "I figured it was only a matter of time."

"I found him," she explains. "Just Billy, not the other Flayed. But I am too weak to break through to him now. It took too much energy..." she waves her hand vaguely like the hospital was just a couple of laps around the high school track and not throwing a huge, gory beast through a window.

Will bites at his lip, trying to think. El is physically weakened, but with both of them, they will be able to find Billy again. The question is if they'll both be able to make it into Billy's mind and back out...

She reaches out and grips his shoulder, surprisingly firm. As usual, she always knows what he's thinking: "You will be able to make contact with him, even if I can't. I will pull you back out if necessary."

Hesitantly, he nods. Looking around the room, he realizes that everyone has been listening in on them; remembers that the future of Hawkins and all the people in this house depend on his and El's abilities. It's almost enough to make him want to chicken out, but El squeezes him again, and the two of them sit down cross-legged on the floor.

Blindfolds. White noise.

It's like when they looked for Jonathan, months ago when things were safe and Will just wanted to get his powers under control. El's hands are just as small and warm in his, but sweatier-- sticky, on the backs, where she has wiped her blood. Will can feel it start to stream out of his own nose as Will and El fade and *Will-and-El* begin... dark green bubbles, of course, and the remnants of their friends around them: the fine blue sand of Mike, yellow-and-orange starbursts where Max rests on the couch, the tall, shadowy lines of Jonathan and Nancy, not quite a defined color... all blends into *Will-and-El*, and as the spaces grow smaller and smaller, Will opens his eyes to find himself in blackness with water lapping at his toes.

It is just as quiet as before, but for once Will misses the background noise. The quiet reminds him of the hospital, where all you could hear were the noises of the fluorescent lights until they went out with a sudden pop...

El squeezes his hand, hard enough that it hurts. He opens his eyes again and shakes his head to clear it. "Are you okay, Will?" she asks.

"As okay as I'm going to be," he says and imagines he sounds like the chief. The faint smile on El's face tells him he's right.

“We have to be quiet, now,” she tells him, and he nods his agreement as they turn and begin to walk. In the far distance, Will thinks he sees Billy: a flash of blond hair, of oiled muscle and denim.

As the smell of decay grows stronger, he knows he’s right.

They approach Billy from behind, but he’s sitting rigid, staring into the distance with his back straight and legs spread, hands gripping his thighs tightly like he’s trying to prevent himself from doing something. Will recognizes the posture from his father.

Trying not to hit something. Trying very, very hard not to do something he’ll regret.

Will’s father always blamed it on his mother or Jonathan, afterward. Blamed it on them, *choosing* to do something that set him off.

They’re about to do something that will set Billy off; Will is sure of it. So will they be blamed for what he does, if somebody finds out what he and El are capable of?

Probably. Will doesn’t labor under the illusion that the world is fair. If it was, he wouldn’t have been sent to the Upside Down; he wouldn’t be a homosexual, with a crush on his childhood best friend. He wouldn’t have a father who’s treated his family so poorly he’s able to recognize the signs of oncoming violence down to a T.

El leads him around Billy, giving the teenager a wide berth until they are standing in front of the guy and staring back at him. He isn’t making eye contact... but Will has a feeling in the pit of his stomach.

Will slides his hand up to wrap around El’s wrist. *He knows we’re here.*

She rotates her wrist in his grip. *Him, or the Mind Flayer?*

He just shakes his head, watching Billy’s expression thoughtfully. Black veins trace across his tanned cheeks, giving him a peaky look. It’s unnatural on that California-boy face. The puffy, reddened eyes; the disheveled hair, and dirty clothes. All of it goes against everything Will has ever heard about Billy Hargrove, and it’s almost sad, to look at the shell of what was once a formidable opponent in their tiny, small-town high-school lives.

But it's not an empty shell. Billy's eyes slowly raise to El's, and she gasps quietly. And then Billy is moving, fast enough that Will has little time to do anything other than jerk El's wrist and drag her behind him... and Billy's hand shoves him hard in the center of the chest.

El's hand is no longer in his grip as he falls backward into the water. It's suddenly much deeper than it ever was before, and it feels as though he is falling in slow motion, staring up at El's horrified expression as Billy slowly advances on her.

Will wants to cry out, wants to reach up and pull himself back into the blackness so that he can help El defend herself, but he is falling and falling and falling and there is no way he is ever going to get back up there when he's descending through the clouds at terminal velocity...

He lands with an *oomph* on a white sand beach and groans.

His entire back seems to hurt, but that's the keyword: *seems*. Logically, there is no way he can really be... wherever he is. The place is beautiful, though, white sand and turquoise water, and so much of it, crashing up against the rocks and pulling insistently at Will's feet... He has never seen the ocean before.

There is a boy in the water. He is younger than Will, with curly, sun-bleached blond hair that reaches down to his shoulders, and skin so tan it's darker than his hair. The eyes are bright and eager, the skin wet as he crashes out of the waves, like a golden retriever puppy... he holds a surfboard under his right arm. It's too big for the little boy, but he doesn't seem to care that he's being pulled down on one side by the weight of it. He runs up to Will, gap-toothed smile wide... and goes right past him.

Will turns to see a woman. She is still young, probably on the edge of her thirties. She has the same coloring, and she wears a long white dress and floppy hat. Many, many beaded necklaces hang around her swan-like neck. When the boy runs to her, she sweeps him eagerly into her arms and laughs.

She doesn't seem to care that she's getting the front of her dress wet.

The boy drops the surfboard when his mother picks him up, and squeals when she tickles him under the arms.

“Mom! Did you see that wave I caught?”

The woman-- she is very pretty, Will cannot help but notice, she seems like her mind would be fine and white and flowy like the material of her dress --laughs and hugs her child close. “It was huge, wasn’t it? You’re getting so good at that, Billy.”

Billy. Will feels dizzy. He does not recognize this Billy, and not because of his youth. He does not recall ever having seen the guy smile, even before the Mind Flayer sunk his tendrils into him. Smiling, laughing, letting his mother tickle him... where is Billy’s mother now?

Cautiously, Will approaches the pair. As he watches mother coo over son, he is reminded of something: he and Billy share the same name. William Byers and William Hargrove. Billy is sticking his tongue out at his mother for calling him William, the same way Will used to do, and he feels a pang of regret before he presses his fingers to the boy’s forearm.

Young Billy inhales sharply and the image explodes.

The gorgeous beach is replaced by a dank, grimy room. A bed with a thin mattress is pushed up against the far wall and the carpet underfoot feels damp and sticky. Will wishes he wasn’t barefoot as he squints, looking for an exit. Or Billy.

He finds him sitting against the wall, tucked as far under the bed as he can get while still remaining upright, his knees clutched to his chest. His hair is shorter now. Uneven. Chunks are taken out in places and Will can see blood against his scalp, as though a straight razor had been taken to it with reckless abandon.

The door pushes open and a faint yellow light outlines the tall, masculine frame in the doorway. Mr. Hargrove. Max has told Will stories about him.

He has a razor clutched in his left hand and Will wishes that he

wasn't psychic. That he hadn't been right about what happened to poor Billy. *He must be younger than me here. Ten? Eleven?*

Mr. Hargrove raises the straight razor overhead menacingly. "Are you done throwing a temper tantrum, son? Are you going to come out here and get a haircut like a real man?"

Young Billy whimpers. "Mom said she liked it long."

"She always wanted a damn girl," Mr. Hargrove says and spits on the carpet. "Looks like she got one. You look like a faggot with your hair cut long. Is that what you want? Do you want to be a dirty, stinking faggot?"

Billy wails "No!" and buries his face in his knees.

Mr. Hargrove takes a couple of steps into the room and reaches out with his free hand to grip the long ends of Billy's unfinished hair. He pulls, hard enough to drag the boy out of position and onto his knees, and then pulls him out the door like that.

Will wants to punch something.

He follows the pair, bile rising in his throat as he watches Billy get dragged to the kitchen table and plopped down in his seat like a rag doll. He's compliant now, but his lower lip trembles dangerously. When he makes a small sniffling sound, Mr. Hargrove reaches out... and backhands him sharply across the face.

The noises stop and Will watches in horror as Mr. Hargrove trims the rest of his son's hair to match. He doesn't seem to care that Billy's split lip is gushing blood down his chin, or that he has a bruise forming on his cheek.

Finally, it's done. "There," Mr. Hargrove says softly and pats Billy on the cheek. Ignores the way his son flinches back. "Doesn't that feel better?"

"Yes," says Billy quietly. He won't meet his own eyes in the handheld mirror offered.

"Yes, who?" Mr. Hargrove asks.

“Yes, sir.”

“Good.”

With that, Mr. Hargrove goes to the fridge and retrieves a beer can, flicks open the tab, and disappears into the living room to watch football. He doesn’t even sweep up the hair trimmings.

Billy runs a hand over the top of his head, bloody lip trembling once more. He looks like a sheared sheep.

Will doesn’t know Billy Hargrove, and what he does know of him, he doesn’t particularly like. But this should not happen to *anybody*. He knows that.

Little boy, small for his age, running a hand over his barren head--his final connection to his mother, wherever she was. Will can imagine Billy, two or three years older and wiser, squaring his shoulders and setting his jaw and determining that he would grow his hair out. *As long as I can get away with it. If he says that makes me a fag, fuck him. Fuck him and his perfect family...*

Will imagines he can see the same quiet rage already simmering in Billy’s eyes. His father’s rage passed down, expressed the same way but targeted at different things. At different people, but always those weaker than him. And that was how the Mind Flayer got him, Will suddenly realizes; the Upside Down preys on those who don’t have people protecting them.

Who are alone and scared.

He reaches out and presses his hand over Billy’s, where it rubs against his head. Billy doesn’t gasp this time. He looks up and meets Will’s gaze steadily, with sad, swollen eyes.

And he is falling upward, spiraling, running, the way he always does with El, and he can feel a little hand in his again... warm... young Billy, sunkissed and California-tanned, or the familiarity of El? He jolts, as though there is a fishhook planted in the corner of his mouth, and he is a woeful salmon on an equally woeful fisherman’s line.

There is no returning to the cavern. He comes back to the living room

with a groan, and there are hands supporting his back, propping him up against the couch before he can swoon. The blindfold is tugged off and he catches the sight of Jonathan and Lucas, fuzzy before him.

“Will? Will, are you okay?” Jonathan shakes his shoulders and Will groans again.

“Don’t do that, I’m going to be sick.”

Jonathan’s shaking ceases.

Will forces himself to sit up further. “What happened?”

He makes eye contact with El and immediately, he knows that something is wrong. She looks as though she has been electrocuted--eyes wide, hair on her arms standing on end, limbs shaking violently.

“It’s coming,” she says. Will’s stomach drops into his feet.

Apparently having waited for its announcement, there is a sudden *crash*, and Will watches a meaty tendril go flying through the wall and into the living room as easily as a golfer’s club. The only problem is that they are the golf ball.

Max screams. It sets everybody off screaming-- everybody except Jonathan, who looks to Will as though expecting something before he puts himself in front of his girlfriend.

They’re all expecting something, Will realizes, and shudders. The thing is grasping at them, and when it realizes it can’t reach, it retracts and comes back even fiercer. Wood splinters soundlessly... or perhaps it is just Will’s mind, blocking out the distractions as he tries to do what he’s never been able to do before: telekinesis.

El can do it with ease. But every time they have tried to practice together, tried to pass a ball back and forth using only their minds, or float one of Mike’s LEGO sets... nothing. Will simply can’t manipulate his mind in that way. But maybe if he can use this close proximity as an opportunity, if he can just shut everything else out and ‘grab’ the thing, the way El does...

There is another scream and Will is tackled to the ground. A mere

foot above his head, the tendril sweeps past again. He tries not to imagine what would have happened, were he to be clubbed. Nancy, lying on top of him, rolls away with an expression on her face he can't quite read. Panic, yes, and anger; but also some strange sort of determination. He can see it on Jonathan and Lucas's faces too, the way the former sets his jaw and puts himself between his loved ones and the beast, and the way the latter squints up at the thing, looking for a weak spot...

They're going to fight to the death if they have to, Will realizes, and it steals the air from his lungs. He can't let them. He can't let them sacrifice themselves for something he and El caused, however inadvertently, by opening the Upside Down in the first place... *no*, he tells himself as he scans the room for weapons, *it was the Russians this time... fucking Commies.*

He can almost sympathize with Ted Wheeler as he slams a chair leg into a fumbling tendril.

"I can't control it!" he shouts to El, on her feet now but still looking stunned. "And we can't hold the house for long!"

The walls are practically ripped away. The windows are gaping, desperate holes, and Will imagines the house as a human body, Mike or Jonathan or El, with bloody gashes in their chests and filleted skin.

El must feel his fear because she jolts to life, running forward and raising her hands aloft. The beast is forced back by a few feet, although it still looms above the house, its limbs poking into the ceiling and walls.

Will glances backward at the rest. Jonathan is holding one of the other chair legs, and so is Nancy, the pair of them whacking uselessly at a nearby tendril. Lucas is shouting to them: "*Overhead!*" "*Look out!*" "*On your left!*"

Max and Mike stand there staring, mouths dropped open, petrified with terror. He can't blame them.

El shouts with the effort of holding the thing back and Will turns to her. She and the beast are locked in a struggle; one minute she is

gaining and the next minute it appears she will lose and be impaled through the chest. Will blanches. *There has to be something I can do*, he thinks, and then his eyes flash to the wood-ax, propped over the fireplace.

He doesn't think before he takes off running. It's not that far away, only ten or twenty feet, but a tendril comes crashing through the ceiling down on him and he has to throw himself out of its path. He rolls to his feet and keeps going. Pure adrenaline takes over as he grabs hold of it and whirls around, slamming the sharp edge of the blade down on the beast's appendage.

It shrieks loud enough to be heard all the way in Indianapolis. A smell like rotten flesh fills the air as the tendril tears, and Will gags as the thing retreats.

From whence you came, Will thinks triumphantly but it doesn't last for long.

The thing has embedded itself in El's leg. She is making a noise like a cat going through a paper shredder, and it would be almost comical if it wasn't for the way that the scream sends chills up Will's spine, awakens some urge to *protect* and *kill* he didn't know he had in him.

He comes at her, wielding his ax, and she looks terrified underneath all that pain before he sinks it into the tendril. It cuts off right at her leg, and although the thing is still left inside her flesh, the being screeches again and disappears.

El reaches down and *yanks* and Will has to look away when she lifts the piece of tendril aloft and explodes it with her mind.

“Oh, *God*,” he says weakly.

“Yes,” she confirms, even weaker.

In unison, they look up at the ceiling, watching the beast loom above them. It is casting shadows down on the carpet and tile below. Will wants to reach for El's hand, find some comfort here, but he is still holding the bloody ax and her hands are still covered in Mind Flayer gunk, and both of them are too concerned with what the monster is

doing.

It's retreating.

“Why?” asks one of the people behind them.

“I don’t know,” Will says faintly. He thinks of young Billy and Mr. Hargrove, and then of El pulling the thing out of her leg, and feels so sick he goes to his knees.

“Will? What’s wrong?” Jonathan is at his side, hand gripping his upper arm. It’s solidifying. Makes Will feel as though he’s not about to dissolve into fine white fabric.

Mike rushes forward. Fear is still in his eyes, but he hardly glances at Will or the retreating beast, just hurries to El and demands to see her leg. Max is not far behind, and Lucas trails her, and then he’s left with Jonathan holding him up and Nancy. Her soft hands are on his face, her makeup smeared with sweat and dirt and tears, but he still thinks she looks beautiful. He thinks Jonathan looks beautiful too, and El, and Mike, and everybody else.

“What are you talking about?” Jonathan asks with a slight chuckle in his voice despite the situation.

I guess I said that out loud.

Nancy and Jonathan exchange a look. “Not exactly,” she admits.

Will raises a hand to his nose. Sure enough, blood, dripping steadily down his face and showing no signs of stopping.

Am I projecting my thoughts?

Yes, El tells him. She looks as tired as he feels, head propped up on Mike’s lap and Lucas gingerly inspecting her leg injury. “I don’t think you’ve ever done that before,” she says aloud.

“First time for everything,” Will murmurs, and based on the looks he gets, he knows he said it with his mouth rather than his mind.

Relief. Because after all this, they still don’t want him in their minds.

“That’s not true,” Jonathan protests, but Lucas and Mike give him twin expressions that tell him otherwise. Will closes his eyes.

“Billy’s mom died sometime between when he was eight and when he was twelve,” he tells them. “He used to surf with her, and then when he was left alone with his dad... I watched his dad cut his hair with a straight razor until he bled. He hit him in the face, too. Called him a slur.”

There is an awestruck silence.

When he opens his eyes, he meets Max’s eyes. She is the only one who doesn’t look surprised. Instead, there is hopelessness there. Resignation, and sadness, but the sadness of somebody who knows that their situation will never change.

“He said he was going to get out,” Max says. “He always said he was going to move to Santa Monica, and he would get a job in a surf shop and grow his hair down to his toes.”

She pauses. Her voice is choked when she finishes. “That was before we moved here. Then he never talked about any of it again. Neil made him sell his board.”

Max cries, and Will closes his eyes once more and listens. He is not sure if he’s listening for the sounds of the Mind Flayer returning or for the similarities in the way Max cries now and the way a younger Billy cried then.

Billy will never make it back to California. That was determined long before the Flayer.

Mike and El are sitting on the floor of the gas station, patching up her leg with whatever they can get their hands on. Will can see how gentle Mike is being as he wraps the gauze around her ragged, bloody flesh, and how white his face is. Freckles stark against his skin.

Max hovers over his shoulder, fussing over Neosporin and hydrogen peroxide, combing the shelves for over-the-counter pain medication

that El refuses with an implacable look.

Jonathan and Nancy are in the freezer section, speaking about their situation in hushed tones. Will knows they're talking about him, can understand that from Jonathan's offended head-shaking and Nancy's weary sighs.

He doesn't eavesdrop. But he wonders what the argument is. *What is he really capable of?* most likely.

He and Lucas are wandering the aisles aimlessly and Will is keeping eyes and ears on his friends through mental facilities only. He's stopped trying to stem the flow of blood; it rolls down from his nose, over his lips, and down his chin but he doesn't bother to even wipe his face. Lucas seems to be relieved by it instead of worried this time, like he wants the others to be kept track of just as much as Will does.

They approach the fireworks display and Lucas stops in his tracks. Will, still walking, takes a few more steps before turning around and looking at him with confusion.

"Fireworks," Lucas says, grabbing hold of something that resembles industrial-strength dynamite more than your standard sparkler. "Why couldn't we explode it?"

Will prepares a speech on how *that's just not possible, Lucas, it's too strong*, and then realizes that they technically don't know whether it's possible or not and stops himself. "You mean, like, tear it apart from the inside?"

Lucas shrugs. "That could work. It wouldn't have to be inside, though. The thing is made of human flesh."

"I guess you don't have to swallow the thing to get your leg blown off," Will says, watching Lucas load boxes of firecrackers into his waiting arms.

"Exactly."

A sudden crackling noise from the other side of the store. Somebody else might have been concerned, but Will knows precisely what it is; any child raised to use walkie-talkies as a primary source of

communication could identify that sound the same way a police officer could tell gunshots from fireworks-- he's counting on the fact that police officers can tell, anyway.

Max appears at the end of the aisle. "Dustin's on the walkie."

Will scurries to trade places with her. "Grab a cart," he hears Lucas telling her behind him, "we've got a lot of stuff to carry..."

When he meets up with El and Mike, the latter is slamming his open hand against the walkie while El sits against the shelves, eyes half-lidded and head bobbing in threat of falling asleep.

There are bloody napkins and bandages all over the floor and Will steps over the pile absently, reaching out to place his hand over Mike's.

His hitting motion abruptly stops, dark eyes going big and scared. *Nothing like your best friend being more scared of touching your hand than of the Mind Flayer.*

"What's wrong?" Will asks calmly.

Mike tries to casually ease his hand out from underneath Will's. "Dustin called. But I only heard a couple of words before he got cut off."

"Bad signal?"

"Bad guys, seems like."

Mike's hand is free and he backs up a foot or so with it. Will tries not to sigh. "Let me take a look."

Holding the walkie-talkie, he closes his eyes and reaches out for Dustin, trying to keep one foot in the gas station and one foot wherever Dustin is, so to speak. He's worried he might get pulled out again and this time El will be too weak to pull him back in.

It's not like flying. El always tells him *looking is like flying*, and she soars over Hawkins as she searches for the chief or Max or Mike. Will has never found this to be true; looking for his loved ones is a little

like groping blindly for the light switch in a dark closet and gripping it as tightly as you can once you find it, flicking the light on and allowing your heartbeat and breathing to slow because you've managed to repel the darkness and whatever lies in it for a little longer...

There is a flare of light and he follows it.

Dustin is in Starcourt.

“Starcourt? As in the mall?”

Do you know any other Starcourt?

“You’ve gotta stop doing that. It’s creepy as hell,” says a new voice.

Will opens his eyes to find that Lucas and Max have returned, an overstuffed cart of fireworks between them, and Nancy and Jonathan trailing behind.

“It is not creepy,” El says with a frown at the same time Will says “Sorry.”

“I think it’s cool,” Mike interjects, and Will looks up at him but finds no eyes meeting his.

“He’s at Starcourt, then,” Lucas continues. “So, we go over and hope the Mind Flayer creature hasn’t beat the windows in there yet?”

Will says, “We’ll be lucky if there are even windows left to bash in, from what Dustin’s found.”

“What?”

“What did Dustin find?”

“Russians,” says Will.

“Damn Commies,” says Mike.

So they pile into Jonathan’s car, firecrackers stacked on their laps, and head off to fight the Mind Flayer-- and/or some Russians.

The Russians come first, then the Mind Flayer, which makes sense to Will— you don’t fight the final boss before you fight the mobs.

Dustin and Steve and... Erica, for some reason, and a girl Will has never met but instinctually feels a sense of kinship with, are terrified and exhausted. But El saves them from being shot, and however terrified and exhausted they may be, at least they don’t have bullet holes in between their eyes. Will’s nose has finally stopped bleeding, but then Hopper and his mom and *another random fucking person* show up and start making plans to take the kids to safety, and he’s relegated to human walkie-talkie status once again.

They’ve hardly laid eyes on Dustin and Erica before they’re bolting off to the radio tower, Hopper’s group descending underneath the mall to destroy the Russians’ machine. All should be fine, as long as the signal holds, which is Will’s job— El is protecting the group at the mall, on the lookout for any fleshy enemies approaching.

She misses the non-fleshy one.

Billy traps them in the parking lot with his car and then they’re fleeing again, back inside the mall, hiding in shop windows on the top floor with fireworks clutched in their hands, except for El and Max. They’re on the ground floor, which Will realizes too late: as the Mind Flayer expands to its full size, enormous and terrible, he is suddenly very conscious of their location.

And so he disregards the signal that he’s supposed to be watching and stands up, waving his arms.

“El!” he screams, and she stops running long enough to look up at him and scream too.

Max is waving her arms over her head and trying to prevent the Mind Flayer from turning on El. There is suddenly more noise, not just the *squelch* of the creature’s movements, but explosives— the fireworks have been brought into play. He can see Steve and Lucas and Mike off to his right, chucking them into the creature’s maw as it howls.

Billy is here. El is talking to him.

“Billy,” she says, “I can help you. Let me help you.” Will doesn’t know how he can hear her, but he can. His eyesight too feels heightened: he’s watching from the upper level of the mall and still, his eyes are zeroed in on Billy Hargrove’s face.

His head lolls back and forth on those muscular shoulders, golden glow gone in favor of white, clammy skin traced with sickly black. He looks like a caricature of a zombie, something that would be shown on *Saturday Night Live*, with his hair pasted to his head with sweat and his eyes hollow.

He’s not responding to her. One step at a time, he is lurching toward El and Max, making some unintelligible noises— and occasionally releasing words: *hate. Flay. Kill.*

There is nothing left of him, Will thinks and closes his eyes.

Will is not a murderer. He will have to remind himself of this in the weeks and months to come, when what occurs at Starcourt curls around the back of his brain and refuses to peel off, like a poorly applied sticker. But at this moment, there is no other option for him: he reaches inside Billy’s brain, ignores the things that make him human: the smell of Jack Daniel’s and hairspray, the sound of Van Halen, the memories of surfing and his mother and all those happier times that he will never be able to relive, now that the Mind Flayer has used that happiness as fuel. He ignores the knowledge that, if Billy’s brain wasn’t so infected, it would be shaped like starbursts, the same shape as Max but a vibrant red instead. He ignores that Billy wishes he was a better brother and wishes he had told the boy— *who is the boy*, Will wonders, *with the soft dark hair that brushes the back of the collar on his polo shirts*— that he didn’t hate him. Maybe not that he liked him (*couldn’t stop staring at that damn polo shirt, didn’t know what to say when you spoke to me*) but definitely that he didn’t hate him.

Will ignores all that Billy Hargrove was and focuses on what he is. And what he is, is a threat to the people of Hawkins. So he reaches into the core of his brain and takes a fistful of the cords he finds there and pulls.

Billy's physical movements stop abruptly. Will isn't sure how he knows this, because his eyes are closed, but he does.

Twitching his fingers, he tugs on the strings of Billy's brain like he is a marionette, forcing him to turn and face the Mind Flayer. Billy does, robotically, and Will somehow feels like he is both watching from far above, where he actually is, and feels like he is watching from behind Billy's eyelids. There's no presence in here with him.

You cannot feel bad, you cannot feel bad, he tells himself, and marches Billy Hargrove forward into the Mind Flayer's grasp.

It kills him. Will releases Billy's body just in time, returns to his own brain, and gasps, his ribcage feeling tight and his eyes too big for their sockets. It's the first time he's had such a violent physical reaction to a mental connection with somebody... but then again, he was not touching another mind. He was touching a hive.

He looks down over the ledge and watches.

Billy's body is hanging slackly off of a tendril, impaled right about where his diaphragm should be, and he's being stabbed, again and again, different pieces of the Flayer sliding into his abdomen, easy as a hot knife through butter. When one retracts, a piece of internal organ comes out with it. Will could probably identify it. He doesn't want to. There's thick, clotted black blood pouring out of his mouth, between his teeth, and trickling out of his nose: a horrific parody of Will and El.

He has to look away, and when he does, he meets Mike's eyes.

Mike, who is staring at him, an expression Will's never seen before on his face. He can't quite place it: revulsion, contempt, a good deal of fear. For a moment, Will doesn't understand.

Then he slowly raises his hand to his nose and wipes the blood he finds there.

That is all the confession Mike will ever get, he promises himself, listening to Max's anguished cries from below... and, unexpectedly, Steve's uneven gasps. When he looks over, Steve's eyes are wide with

horror. And perhaps a little bit of devastation, and Will has to look away again. He tells himself there are more important matters.

“Fireworks! Now!” he yells. Lucas nods emphatically and they begin to light and load.

It’s only a matter of time before the Mind Flayer explodes, once its primary host is dead and it has a stomach full of dynamite. When it does, the smell of rotten flesh grows stronger, and then it is destroyed all at once and without warning: pieces of it fly every which way, splattering Will’s face and everybody else’s, too— everybody other than Jonathan, who was crouched behind a plant pot and lucky enough to miss the final blast.

And then there are ambulances, and police officers, and El and Joyce sobbing because the chief never came back up from under the mall. He wraps his arms around both of them and tries not to think about what might have been different had he kept his mind on the signal. He tries not to think about the blood on his hands, both black and red.

El moves in with them. It’s everything he’s ever wanted under all the wrong circumstances. Then they’re packing, and they’re saying goodbye to their friends, and he’s eavesdropping on a conversation El and Mike are having in one of the bedrooms.

“They’ll come back,” Mike promises her, as though he would know anything about the future of her powers.

“I don’t care about that as much as I thought I would.”

A long pause. “Well, either way,” Mike says weakly.

“We are going to be normal, outside of Hawkins,” she tells him. “Will says so.”

I don’t think you’ll ever be normal, he’s sure Mike is thinking, and he doesn’t even have to pry.

“As long as you’re happy,” Mike responds, and it sounds pained.

“I will try to be,” El says. Another pause. “But I will miss you. And

the others.”

“Hopper.”

“Yes, and Hop.” Her voice wavers slightly. She received a letter from him today, one that made her cry on the floor for hours, but Mike wouldn’t know anything about that either.

Will is finding that he is growing more and more resentful of the boy he’s liked for so long the longer that they stay here. He’s itching to climb in the car and drive away, itching to know what the Indianapolis sun feels like on his face and if the air there doesn’t sit as heavy and toxic in his lungs as the air in Hawkins.

“Hey, don’t cry.”

“I am not crying. It will... it’ll be okay.”

“You’ll visit all the time, right?”

“Maybe. Joyce will be working. Jonathan will be going to college soon.”

“But you and Will can visit.”

“...maybe.”

They have made a pact not to return. *We will find ways to get them to Indianapolis*, El said, and Will agreed: *I don’t want to set foot in this town again as long as I live.*

It will be a much longer time if you don’t set foot in this town again, El said with a tiny smile, and it was the first joke she’d made since Hopper’s death. But she was right. If all went according to plan, they would not come back, not unless they absolutely had to.

There’s silence for a time, and then the door creaks open, and Mike appears in silhouette. He shuts the door behind himself and jumps when he sees Will sitting in the middle of the floor in the kitchen, spread-eagle but watching Mike closely.

“Did you hear all of that?” Mike asks.

Will shrugs. His friend gives him a strange look, then sits down too, pressing his back against the wall and sinking down slowly.

“This is weird,” Mike says after some time. He’s looking around the room. “You leaving, I mean.”

“I thought I’d be here forever,” Will says. “Or at least until graduation.”

“Maybe it’s better that you’re not.”

He looks up at Mike again. His expression is guarded and Will can’t tell what he means by it without delving deeper. But he promised Lucas and Mike that he wouldn’t go rooting around in their brains without permission, so he stays out and stares Mike down.

“It makes things... easier, I mean.” Mike’s eyes shift away. “And I would’ve thought you’d be glad to get out of this hick town.”

“What’s that supposed to mean?”

“Since you’re...”

Gay, Will supplies. *Queer*. *Homosexual*. *A big prancing fairy*.

“Superpowered now, or whatever.”

Will raises his eyebrows. “*Or whatever*.”

Mike’s tongue prods at his bottom lip, making it stick out. “Are we talking about it, now that you’re leaving?”

“Talking about what?”

“Don’t play stupid, Will,” Mike snaps. “It’s not my fault you don’t like girls.”

Will sits up. “Oh, that’s cool! Force me to talk about being gay on my last day here, even though we’ve been friends since fucking *kindergarten* and I’m going to be out of your life for the first time.” He narrows his eyes. “If you really cared about that, you would’ve stopped talking to the school freak a *long* time ago.”

Mike looks cowed, but Will can't stop now that he's started.

"But since you seem to care so much, why don't we have a little discussion? Why, exactly, are you so obsessed with me liking other boys?"

"Watch it," Mike warns.

"No, I'm genuinely curious. Because to an outsider, it might seem like you yourself are obsessed with other men's preferences—"

"I can't talk about this, Will!"

"*Why not?*"

"Because I can't, okay?" Mike's face is blotchy red. "I just can't!"

Will stares at him for a long moment, watching Mike struggle to meet his eyes and make his hands stop shaking, and lays back down. He keeps his eyes on the ceiling. There's a vaguely oval-shaped stain next to the overhead light; it's been there since he was eight and Jonathan tried to make them pancakes one day when they were both home sick from school. Trying to replicate the way Mom flipped her pancakes, he had managed to stick one to the ceiling—and because the batter was so thick and mealy (*I was twelve, okay*—he can hear Jonathan now) it had taken almost three days to unstick itself from the popcorn ceiling.

He's calming down. There's motion beside him and he looks over to see Mike, lying on the floor at his side, eyes wide and round and watery. Fingers brushing and then wrapping tentatively around his own.

"I'm sorry," Will says.

Mike shakes his head. "Don't be. I'm sorry."

"Don't be," Will echoes.

They hold each other's gaze for a moment, and then the corner of Mike's mouth quirks up. "I'm glad you're getting out," he admits.

“Jonathan says he’s going to gun it the whole way to Indianapolis.”

“Well. Don’t go so fast you don’t remember the way home, okay?”

Home. “There are roadmaps for a reason, moron.”

Mike laughs, and they stay there until the afternoon sun is beginning to blaze in through the window, heating the kitchen tile so much that they have to leave their spot. And then Will and El are climbing into Jonathan and Joyce’s cars, and Mike and the others are waving goodbye; he can see them in the rearview mirror, but he doesn’t wave back. Can’t quite bring himself to allow this to be the last time he sees them in person for however long.

He closes his eyes for a few minutes, then opens them to watch the trees and the Hawkins sign pass blurrily through the window of the passenger side. *Thank God*, he thinks, and for once doesn’t wonder if the place will still be there when he comes back. He won’t be coming back.

The road stretches out before them and this doesn’t quite feel like an ending, but it doesn’t quite feel like a beginning either.

Notes for the Chapter:

...i have nothing to say for myself. thanks to everybody who waited out my extreme stranger things-related writers block, and thank you to my beta mossintheconcrete as always!

Author's Note:

Thank you for reading, I hope you enjoyed it!! I should be posting the next chapter within a week or so. The plan is to finish this rewrite of season 3 as a sort-of prologue (canon divergence? alternate universe? fix-it fic?) to a story set twenty-four years in the future, where the gang regroups for the twentieth anniversary of their high school graduation and discovers Hawkins is just as much of a disaster as it was in the good old 1980s.

Constructive criticism is always welcome, whether it be in the comments or on Tumblr, where you can find me at [flightofthebluealiens](#). And thank you to my lovely beta, [mossintheconcrete](#)!